



  
J. Craig Whitley  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

_____	:	
In re	:	Chapter 11
	:	
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
	:	
Debtors.	:	(Jointly Administered)
_____	:	

**ORDER (I) APPROVING THE DEBTORS'  
DISCLOSURE STATEMENT, (II) ESTABLISHING  
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO  
ACCEPT OR REJECT PROPOSED JOINT PLAN OF REORGANIZATION AND  
(III) SCHEDULING A HEARING ON CONFIRMATION OF PROPOSED JOINT PLAN  
OF REORGANIZATION AND APPROVING RELATED NOTICE PROCEDURES**

This matter coming before the Court on the Motion of the Debtors for an Order

(I) Approving Their Disclosure Statement, (II) Establishing Procedures for Solicitation and

Tabulation of Votes to Accept or Reject Proposed Joint Plan of Reorganization and

(III) Scheduling a Hearing on Confirmation of Proposed Joint Plan of Reorganization and

Approving Related Notice Procedures [D.I. 1153] (the "Motion"), filed by the above-captioned

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

debtors (together, the "Debtors");<sup>2</sup> the Court having reviewed the Motion and related pleadings and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Motion and the Hearing was sufficient and appropriate under the circumstances and complied with the requirements of the Bankruptcy Code and the Bankruptcy Rules.
- D. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors' respective estates and creditors.
- E. The Debtors' Disclosure Statement is hereby approved as providing holders of Claims and Interests entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.
- F. The Debtors' Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims and Interests, and other parties in interest, with sufficient notice of the injunction, exculpation, and release provisions contained in the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

---

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion or the applicable exhibits to the Motion.

G. The contents of the solicitation packages to be distributed to creditors and other parties in interest in connection with the solicitation of votes on the Plan (collectively, the "Solicitation Packages") and the procedures for providing notice of the hearing on confirmation of the Plan (the "Confirmation Hearing") and the other matters set forth in the notice of the Confirmation Hearing (the "Confirmation Hearing Notice"), including the manner of giving notice to holders and potential holders of Asbestos Personal Injury Claims, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code and the Bankruptcy Rules.

H. The form of the ballots attached hereto as Annex B (collectively, the "Ballots") (i) are consistent with Official Bankruptcy Form No. 314, (ii) adequately address the particular needs of these chapter 11 cases, (iii) are appropriate for the class of Claims entitled to vote to accept or reject the Plan and (iv) comply with Bankruptcy Rule 3017(d).

I. Ballots need not be provided to holders of Claims or Interests in any classes other than Class 4 (Asbestos Personal Injury Claims) because all other classes under the Plan are unimpaired and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code.

J. Service of the Solicitation Packages on CD-ROM or USB Flash Drive is appropriate under the circumstances and complies with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules.

K. The Voting Procedures, which are attached hereto as Annex C, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

L. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides a sufficient time for individual holders of

Asbestos Personal Injury Claims, or their attorneys, as applicable, and potential holders of Asbestos Personal Injury Indirect Claims to make informed decisions to accept or reject the Plan and submit timely Ballots.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors' Disclosure Statement is APPROVED.
3. The Disclosure Statement Notice, in the form attached to the Motion as Exhibit A, and the manner of service of the Disclosure Statement Notice (as described in the Motion) are APPROVED.
4. The Voting Procedures, substantially in the form attached hereto as Annex C, are APPROVED.
5. The Asbestos Personal Injury Claims Solicitation Notice and the Certified Plan Solicitation Directive, substantially in the forms attached hereto as Annex A, are APPROVED. The Firms are required to complete and return their Certified Plan Solicitation Directives to the Voting Agent on or before December 14, 2019. The Firms must also submit a Client List to the Voting Agent by (a) the Voting Deadline for those Clients for whom the Firm will vote a Master Ballot or (b) December 14, 2019 for any Clients on whom the Firm (i) is requesting the Voting Agent serve a Solicitation Package or (ii) will serve a Solicitation Package.
6. The Ballots, substantially in the form attached hereto as Annex B, including the instructions attached to each Ballot, are APPROVED. The appropriate Ballots will be distributed to holders of Claims in Class 4:

Ballot No. 1 Individual Ballot for Class 4 Asbestos Personal Injury Claims

Ballot No. 2 Master Ballot for Class 4 Asbestos Personal Injury Claims

Ballot No. 3 Individual Ballot for Class 4 Asbestos Personal Injury Indirect Claims

7. Solely for purposes of voting to accept or reject the Plan — and not for the purposes of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors or the Asbestos Personal Injury Trust in any other context — each Asbestos Personal Injury Claim shall be temporarily allowed for voting purposes only in accordance with the Voting Procedures.

8. The Confirmation Hearing is scheduled for March 30, 2020 to April 4, 2020 at 9:30 a.m. (prevailing Eastern Time) before the Honorable J. Craig Whitley, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade Street, Charlotte, North Carolina 28202. The Confirmation Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

9. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served on (i) counsel to the Debtors, (ii) counsel to the UCC, (iii) counsel to the ACC, (iv) counsel to the FCR, and (v) the Bankruptcy Administrator so that they are received no later than 5:00 p.m. (prevailing Eastern Time) on February 20, 2020 (the "Confirmation Objection Deadline").

10. The period for conducting discovery with respect to confirmation of the Plan will commence on October 25, 2019 and end on February 6, 2020.

11. The Confirmation Hearing Notice, in substantially the form attached hereto as Annex D, is APPROVED. The Debtors shall serve copies of the Confirmation Hearing

Notice, along with the other materials comprising the Solicitation Package, in accordance with the procedures set forth below.

12. The General Publication Notice, in substantially the form attached hereto as Annex E, is APPROVED. The Debtors shall publish the General Publication Notice not less than 25 days before the Confirmation Objection Deadline in the Publications. The Debtors are authorized to make non-substantive changes to the General Publication Notice as may be necessary or helpful for any particular publication.

13. The Asbestos Publication Notice in substantially the form filed on June 11, 2019 [D.I. 1713] and attached hereto as Annex F, is APPROVED. The Debtors shall publish the Asbestos Publication Notice not less than 20 days before the Confirmation Objection Deadline. The Plan Confirmation Notice Plan [D.I. 1267, Ex. B] is APPROVED, and the Debtors and their professionals (including the Voting Agent and the plan notice consultant) are hereby authorized and directed to take any and all actions necessary to implement such notice plan.

14. Pursuant to Bankruptcy Rule 3017(d), October 17, 2019 shall be the record date for purposes of determining which creditors and interest holders are entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the "Voting Record Date").

15. All Plan-related documents, including the Debtors' Disclosure Statement, will be available via the Court's website at [www.ncwb.uscourts.gov](http://www.ncwb.uscourts.gov), and on the website of the Debtors' Voting Agent at <https://cases.primeclerk.com/kaisergypsum>. Any party in interest may obtain a paper copy of the documents otherwise provided on CD-ROM or USB Flash Drive by sending a request, in writing, so that such request is received at least ten business days before the Voting Deadline by the Debtors' Voting Agent, Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022.

16. To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to the Debtors' Voting Agent either (a) by mail in the return envelope provided with each Ballot, (b) by overnight courier, (c) by personal delivery or (d) as otherwise set forth in the particular Ballot, so that in each case, such Ballots are received by the Voting Agent no later than 5:00 p.m. (prevailing Eastern Time) on February 20, 2020 (the "Voting Deadline").

17. The Solicitation Packages will be mailed not less than 35 days prior to the Voting Deadline to: (a) holders of Asbestos Personal Injury Claims or the Firms in accordance with the applicable Certified Plan Solicitation Directive; (b) potential holders of Asbestos Personal Injury Indirect Claims; (c) other holders of Claims and Interests as of the Voting Record Date; and (d) to the extent not included in the foregoing, all parties required to be served by Bankruptcy Rule 2002, counsel to the UCC, the ACC, the FCR, and the Bankruptcy Administrator.

18. Any claimant seeking to challenge the allowance of its claim for voting purposes in accordance with the Voting Procedures must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on the Debtors so that it is received on or before February 10, 2020. Such motion shall, to the extent necessary, be heard at the Confirmation Hearing. In accordance with Bankruptcy Rule 3018, any Ballot submitted by a creditor that files a Rule 3018 Motion shall be counted solely in accordance with the Voting Procedures unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

19. The Debtors, Lehigh Hanson, Inc., the ACC and the FCR are each authorized to file a consolidated reply to any objections to the Plan by no later than March 12, 2020.

20. The Debtors and the Voting Agent are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

21. In the event of any inconsistencies among the voting instructions in each Ballot, the Voting Procedures, and this Order, this Order shall govern, unless inconsistencies exist only between a Ballot and the Voting Procedures, in which case the Voting Procedures shall govern.

**This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.**

**United States Bankruptcy Court**



**Annex A**

Asbestos Personal Injury Claims Solicitation  
Notice and Certified Plan Solicitation Directive

The Debtors are requesting that the enclosed Certified Plan Solicitation Directive be returned on or before December 14, 2019 to ensure timely solicitation of your Client's votes.

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION

In re	:	Chapter 11
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
Debtors.	:	(Jointly Administered)

**NOTICE OF (I) PROCESS FOR SOLICITING VOTES OF HOLDERS OF  
ASBESTOS PERSONAL INJURY CLAIMS TO ACCEPT OR REJECT THE  
JOINT PLAN OF REORGANIZATION FOR KAISER GYPSUM COMPANY, INC.  
AND HANSON PERMANENTE CEMENT, INC., (II) DEADLINE FOR ATTORNEYS  
TO SUBMIT CERTIFIED PLAN SOLICITATION DIRECTIVE AND (III) RELATED DEADLINES**

TO: ATTORNEYS FOR HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc. (together, the "Debtors") are soliciting votes with respect to the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 [D.I. 1868] (as it may be amended, the "Plan"). On [ ], 2019, the United States Bankruptcy Court for the Western District of North Carolina (the "Bankruptcy Court") entered an order approving: (a) a disclosure statement in connection with the Plan, dated October 14, 2019 [D.I. 1869] (as it may be amended, the "Disclosure Statement"); and (b) certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan.

2. The Voting Procedures prescribe the noticing and voting procedures applicable to you and your Clients.<sup>2</sup> As to your Clients, the Voting Procedures require you to direct the Debtors regarding the distribution of Solicitation Packages. In particular, the Voting Procedures require that you complete and return the enclosed Certified Plan Solicitation Directive to the Debtors' Voting Agent, Prime Clerk LLC ("Prime Clerk"), Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022, **so that it is received by Prime Clerk on or before December 14, 2019 to ensure the timely solicitation of your Clients' votes.**

3. The Voting Procedures also require that you provide Prime Clerk with a list of your Clients (the "Client List"). The requested deadline for providing the Client List depends on the solicitation method that you select. If you select the Master Ballot Solicitation Method (Box 2 on the enclosed Certified Plan Solicitation Directive), you must submit the Client List on the exhibit required to complete your Master Ballot so that it is received by Prime Clerk on or before the Voting Deadline and if you also elect to have Prime Clerk serve Solicitation Packages on your Clients for informational purposes only, you must provide the names and addresses of such Clients to Prime Clerk on or before December 14, 2019. If you select the Individual Ballot Direct Solicitation Method (Box 3 on the enclosed Certified Plan Solicitation Directive), you are required to submit the Client List so that it is received by Prime Clerk on or before December 14, 2019. If you select the Individual Ballot Indirect Solicitation Method (Box 4 on the enclosed Certified Plan Solicitation Directive), you are required to submit the Client List so that it is received by Prime Clerk on or before December 14, 2019. If you select the Hybrid Solicitation Method (Box 5 on the enclosed Certified Plan Solicitation Directive), you are required to submit two lists: (a) a list of your Clients on whose behalf you will cast a vote by Master Ballot on the Plan, which you must submit to Prime Clerk on the exhibit required to complete your Master

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Plan or in the Voting Procedures.

Ballot on or before the Voting Deadline and (b) a list of your Clients who will cast individual ballots, which you must submit to Prime Clerk on or before December 14, 2019 if you elect to have Prime Clerk mail Solicitation Packages directly to your Clients or if you plan on handling service of the Solicitation Packages on your Clients.

4. Pursuant to the Voting Procedures, Prime Clerk will serve a copy of the Disclosure Statement, the Plan and various documents related thereto and an appropriate Ballot in accordance with the instructions set forth on the Certified Plan Solicitation Directive.

5. Copies of the Disclosure Statement and the Plan are available for review on the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum>. In addition, copies of the Disclosure Statement and Plan are available upon request by contacting Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022. If you have any questions regarding the instructions for completing the Certified Plan Solicitation Directive, please contact Prime Clerk at 855.855.7644 or [Kaisergypsumballots@PrimeClerk.com](mailto:Kaisergypsumballots@PrimeClerk.com).

Dated: [\_\_\_\_], 2019

Respectfully submitted,

---

C. Richard Rayburn, Jr. (NC 6357)  
John R. Miller, Jr. (NC 28689)  
RAYBURN COOPER & DURHAM, P.A.  
1200 Carillon  
227 West Trade Street  
Charlotte, North Carolina 28202  
Telephone: (704) 334-0891  
Facsimile: (704) 377-1897  
E-mail: [r-rayburn@rcdlaw.net](mailto:r-rayburn@rcdlaw.net)  
[jmiller@rcdlaw.net](mailto:jmiller@rcdlaw.net)

-and-

Gregory M. Gordon (TX 08435300)  
Amanda Rush (TX 24079422)  
JONES DAY  
2727 N. Harwood Street  
Dallas, Texas 75201  
Telephone: (214) 220-3939  
Facsimile: (214) 969-5100  
E-mail: [gmgordon@jonesday.com](mailto:gmgordon@jonesday.com)  
[asrush@jonesday.com](mailto:asrush@jonesday.com)

-and-

Paul M. Green (TX 24059854)  
JONES DAY  
717 Texas, Suite 3300  
Houston, Texas 77002  
Telephone: (832) 239-3939  
Facsimile: (832) 239-3600  
E-mail: [pmgreen@jonesday.com](mailto:pmgreen@jonesday.com)

ATTORNEYS FOR DEBTORS

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION

In re	:	Chapter 11
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
Debtors.	:	(Jointly Administered)

**CERTIFIED PLAN SOLICITATION DIRECTIVE**

In accordance with the Voting Procedures for the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 [D.I. 1868] (as it may be amended, the "Plan"),<sup>2</sup> I hereby direct that distribution of Solicitation Packages in connection with the Plan be implemented as follows:

Box 1 ☐ **No Solicitation Required.** I do not represent any Clients asserting Asbestos Personal Injury Claims against Kaiser Gypsum Company, Inc. or Hanson Permanente Cement, Inc. (together, the "Debtors"). By signing below, I hereby certify and authorize the Voting Agent to remove me from the service list in the above-captioned cases.

Box 2 ☐ **Master Ballot Solicitation Method.** I have authority under applicable bankruptcy and/or non-bankruptcy law to vote each of my Clients' Asbestos Personal Injury Claims and intend to exercise such authority. Accordingly, in lieu of solicitation of votes on the Plan from each of my Clients, I will record the votes on the Plan for each of my Clients on a Master Ballot. By signing below, I hereby certify that: (i) I have authority, under applicable bankruptcy and/or non-bankruptcy law, to vote on behalf of my Clients; (ii) no Solicitation Packages need to be provided to any of my Clients unless I have made the informational service election below; and (iii) I will submit my Client List on the exhibit required to complete the Master Ballot (which exhibit is subject to the requirements set forth in the instructions for completing the Master Ballot). If you have chosen this solicitation method, you must submit your Client List to the Voting Agent on the exhibit to your Master Ballot on or before the Voting Deadline.

- ☐ **Informational Service Election.** Although I will vote each of my Clients' Asbestos Personal Injury Claims on their behalf, I request that the Voting Agent serve copies of the Solicitation Packages (without a ballot) on my Clients. By making this election, I understand that I must submit a list of the names and addresses of my clients (which list is subject to the requirements set forth below) to the Voting Agent on or before December 14, 2019. If you have made this election, please indicate:

(i) the approximate number of Clients that you represent: \_\_\_\_\_; and

(ii) whether you intend to have the Voting Agent include a cover letter or other communication from you to your Clients with the Solicitation Packages: [YES] or [NO].

*If you have made the informational service election, you must provide the Voting Agent with a list of the names and addresses of your Clients as well as a copy of any letter or other communication to your Clients that you would like included with the Solicitation Packages on or before December 14, 2019.*

Box 3 ☐ **Individual Ballot Direct Solicitation Method.** I do not have the authority to vote any of my Clients' Asbestos Personal Injury Claims, or I have such authority but do not intend to exercise it. Accordingly, I hereby direct the Voting Agent to send Solicitation Packages directly to each Client. By signing below, I hereby certify that I will submit a Client List (which list is subject to the requirements set forth below) to the Voting Agent on or before December 14, 2019.

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Plan or in the Voting Procedures.

(i) Please indicate the approximate number of Clients that you represent: \_\_\_\_\_; and

(ii) I intend to have the Voting Agent include a cover letter or other communication from me to my Clients with the Solicitation Packages: [YES] or [NO]

*If you have chosen this solicitation method, your Client List, as well as a copy of any letter or other communication to your Clients that you would like included with the Solicitation Packages, should be submitted so that it is received by the Voting Agent on or before December 14, 2019.*

Box 4 ☐ **Individual Ballot Indirect Solicitation Method.** I do not have the authority to vote any of my Clients' Asbestos Personal Injury Claims, or I have such authority but do not intend to exercise it. Accordingly, I hereby direct the Voting Agent to send individual Solicitation Packages for each of my Clients to me, and I will forward such packages to my Clients. By signing below, I hereby certify that: (i) I will submit a Client List (which list is subject to the requirements set forth below) to the Voting Agent; (ii) Solicitation Packages for my Clients should be delivered to my office, and I will deliver such packages to my Clients within three Business Days after receipt; and (iii) within three Business Days of my delivery of the Solicitation Packages to my Clients, I will file an affidavit with the Bankruptcy Court evidencing such service and will send a copy of such affidavit to the Voting Agent. The affidavit of service need not list each Client individually; rather, the affidavit need state only that (i) service of the Solicitation Packages was completed; (ii) the date(s) on which such service took place; and (iii) you have provided, or will provide (on or before December 14, 2019), the Client List to the Voting Agent.

(i) Please indicate the approximate number of Clients that you represent: \_\_\_\_\_

(ii) Please provide a delivery address for Solicitation Packages, if such address is different from the address below:

\_\_\_\_\_

*If you have chosen this solicitation method, your Client List should be submitted so that it is received by the Voting Agent on or before December 14, 2019.*

Box 5 ☐ **Hybrid Solicitation Method.** I have the authority under applicable bankruptcy and/or non-bankruptcy law to vote my Clients' Asbestos Personal Injury Claims, and intend to exercise such authority, for certain of my Clients (collectively, the "Master Ballot Clients"). Accordingly, in lieu of solicitation of votes on the Plan from each of the Master Ballot Clients individually, I will record the votes on the Plan for each of the Master Ballot Clients on a Master Ballot. By signing below, I hereby certify that: (i) I have authority to vote on behalf of the Master Ballot Clients; (ii) no Solicitation Packages need to be provided to any Master Ballot Client unless I have made the informational service election below; and (iii) I will submit my Client List on the exhibit required to complete the Master Ballot (which exhibit is subject to the requirements set forth in the instructions for completing the Master Ballot). You must submit your Client List with respect to the Master Ballot Clients on or before the Voting Deadline.

☐ **Informational Service Election.** Although I will vote each of the Master Ballot Clients' Asbestos Personal Injury Claims on their behalf, I request that the Voting Agent serve copies of the Solicitation Packages (without a ballot) on the Master Ballot Clients. By making this election, I understand that I must submit the names and addresses of the Master Ballot Clients to the Voting Agent on or before December 14, 2019. If you have made this election, please indicate:

(i) the approximate number of Clients to be served: \_\_\_\_\_; and

(ii) whether you intend to have the Voting Agent include a cover letter or other communication from you to the Master Ballot Clients with the Solicitation Packages: [YES] or [NO].

*If you opt to include a letter from you in the informational service on your Master Ballot Clients, you must provide such letter to the Voting Agent on or before December 14, 2019.*

With respect to the remaining Clients (the "Individual Ballot Clients"), I either do not have, or do not intend to exercise, the authority to vote on the Plan. Accordingly, I hereby direct the Voting Agent to solicit votes on the Plan from the Individual Ballot Clients as follows:

Box 5A ☐ I hereby direct the Voting Agent to send Solicitation Packages directly to each Individual Ballot Client. By signing below, I hereby certify that I will submit a Client List for the Individual Ballot Clients (which list is subject to the requirements set forth below) to the Voting Agent on or before

December 14, 2019. I intend to have the Voting Agent include a cover letter or other communication from me to my Individual Ballot Clients with the Solicitation Packages: [YES] or [NO].

*If you opt to include a letter from you in the service on your Individual Ballot Clients, you must provide such letter to the Voting Agent on or before December 14, 2019.*

Box 5B ☐ I hereby direct the Voting Agent to send the Solicitation Packages for each of the Individual Ballot Clients to me, and I will forward such packages to the Individual Ballot Clients. By signing below, I hereby certify that (i) I will submit a Client List for the Individual Ballot Clients (which list is subject to the requirements set forth below) to the Voting Agent on or before December 14, 2019; (ii) Solicitation Packages for the Individual Ballot Clients should be delivered to my office, and I will deliver such packages to the Individual Ballot Clients within three Business Days after receipt; and (iii) within three Business Days of my delivery of the Solicitation Packages to the Individual Ballot Clients, I will file an affidavit with the Bankruptcy Court evidencing such service and will send a copy of such affidavit to the Voting Agent. The affidavit of service need not list each Client individually; rather, the affidavit need state only that: (i) service of the Solicitation Packages was completed; (ii) the date(s) on which such service took place; and (iii) you have provided, or will provide (on or before December 14, 2019), the Client List to the Voting Agent. Please provide a delivery address for the Solicitation Packages, if such address is different from the address below:

Please indicate the approximate number of Individual Ballot Clients that you represent: \_\_\_\_\_

*If you have chosen this solicitation method, (a) you must submit the list of Master Ballot Clients on the exhibit required to complete your Master Ballot so that it is received by the Voting Agent on or before the Voting Deadline and (b) you must submit the list of Individual Ballot Clients so that it is received by the Voting Agent on or before December 14, 2019 if you elected Box 5A or Box 5B.*

_____ Name of Attorney	_____ Signature
_____ Name of Law Firm	_____ Telephone Number
_____ Street Address	_____ E-Mail Address
_____ City, State, Zip	_____ Date Completed

#### **Instructions for Returning This Directive**

The Debtors are requesting that this Certified Plan Solicitation Directive be returned so that it is received on or before December 14, 2019 by the Debtors' Voting Agent, **Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022.**

#### **Requirements for the Client List**

As indicated above, you must provide to the Voting Agent a Client List in Excel or a comparable electronic format by sending the Client List on CD-ROM or USB Flash Drive. The Client List should be formatted in accordance with the attached List Formatting Instructions. Those instructions and a sample template in Excel format are also available on the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum>. If you represent fewer than 100 Clients asserting Asbestos Personal Injury Claims, then you may provide the Client List in hard copy.

The Client List must contain the name and the last four digits of the social security number of each of the Clients that you represent. If you have checked Box 3 or Box 5A, the Client List must also include a mailing address for, as applicable, each Client or each Individual Ballot Client. If you have checked Box 5, you must also check either Box 5A or Box 5B to direct the Voting Agent as to the solicitation method for the Individual Ballot Clients, and you will be required to submit two Client Lists: one listing the Master Ballot Clients and one listing the Individual Ballot Clients.

For those Clients on whose behalf you will submit a Master Ballot you must submit the Client List on the exhibit required to complete your Master Ballot (which exhibit is subject to the requirements set forth in the instructions for completing the Master Ballot) on or before the Voting Deadline. If you have checked Box 3, 4, 5a or 5b, you must submit the Client List on or before December 14, 2019.

Please send your Client List(s) on CD-ROM to: **Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022**. If you have any technical questions, or need to arrange for special delivery of your Client List, please contact Prime Clerk at 855.855.7644 or [Kaisergypsumballots@PrimeClerk.com](mailto:Kaisergypsumballots@PrimeClerk.com).

*Kaiser Gypsum Company, Inc., et al.*

**LIST FORMATTING INSTRUCTIONS**

The Certified Plan Solicitation Directive requires that you submit the Client List to the Voting Agent. ***If you have elected to complete a Master Ballot, you must submit the Client List on the exhibit required to complete your Master Ballot (which exhibit is subject to the requirements set forth in the instructions for completing the Master Ballot).*** If you are not submitting the Client List with a Master Ballot, the list should be in Excel or a comparable electronic format on CD-ROM or USB Flash Drive and should be formatted to include each of the following fields (in the order listed):

1. Last Four Digits of Social Security Number \*Required Field
2. Last Name \*Required Field
3. First Name \*Required Field
4. Address (necessary only for those Clients on whom you are requesting the Voting Agent directly serve individual Solicitation Packages)

Please ensure that columns are no greater than 45 characters wide.

For your convenience, a sample template is set forth below and may also be downloaded in Excel format from the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum>.

Last Four Digits of Social Security Number	Last Name	First Name	Address	City	State	Zip Code
6789	Smith	John	123 Any Street	Town	State	12345



**Annex B**

Ballots

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	Chapter 11
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
Debtors.	:	(Jointly Administered)

**INDIVIDUAL BALLOT FOR VOTING ON THE JOINT PLAN OF REORGANIZATION  
OF KAISER GYPSUM COMPANY, INC. AND HANSON PERMANENTE CEMENT, INC.**

**CLASS 4: ASBESTOS PERSONAL INJURY CLAIMS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. PREVAILING EASTERN TIME ON  
FEBRUARY 20, 2020**

This Ballot is submitted to you to solicit your vote to accept (*i.e.*, vote in favor of) or reject (*i.e.*, vote against) the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 (as it may be amended, the "Plan") described in the accompanying Disclosure Statement, dated October 14, 2019 (as it may be amended, the "Disclosure Statement"). In connection with soliciting votes to accept (*i.e.*, votes in favor of) or reject (*i.e.*, votes against) the Plan, the Bankruptcy Court approved certain Ballot Solicitation and Tabulation Procedures (the "Voting Procedures"), which are attached to the Disclosure Statement as Exhibit II. Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined herein have the meanings given to them in the Voting Procedures.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you, including the creation of a trust pursuant to section 524(g) of the Bankruptcy Code and the related channeling of Asbestos Personal Injury Claims to such trust, if the Plan satisfies the following requirements:

- (a) is accepted by holders of at least two-thirds in amount of the Asbestos Personal Injury Claims for which votes to accept or reject the Plan were cast and counted pursuant to the Voting Procedures;
- (b) is accepted by at least three-fourths of the holders of Asbestos Personal Injury Claims that cast votes to accept or reject the Plan that were counted pursuant to the Voting Procedures; and
- (c) satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code.

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

**IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND RETURNED SO THAT IT IS RECEIVED BY THE DEADLINE INDICATED ABOVE.**

**PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 5 AND 6. IF NEITHER THE "ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN" NOR "REJECT (I.E., VOTE AGAINST) THE PLAN" BOX IS CHECKED IN ITEM 1, IF BOTH THE "ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN" AND "REJECT (I.E., VOTE AGAINST) THE PLAN" BOXES ARE CHECKED, OR IF THIS BALLOT IS NOT SIGNED, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Vote Regarding the Plan.** The undersigned, as holder<sup>2</sup> of (or representative of a holder of) an Asbestos Personal Injury Claim, votes to (check only ONE box):

☐ **ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN.**

☐ **REJECT (I.E., VOTE AGAINST) THE PLAN.**

**Item 2. Designation of Disease Category.** Solely for purposes of voting to accept (i.e., voting in favor of) or reject (i.e., voting against) the Plan, please designate only one of the following Disease Categories as the basis for your Asbestos Personal Injury Claim. If you believe you hold an Asbestos Personal Injury Claim as defined in the Plan, but do not meet the criteria for any of the Disease Categories, your Asbestos Personal Injury Claim will be allowed for voting purposes only in the amount of \$1.00 and you are not required to select a Disease Category below.

<input type="checkbox"/>	<b>Asbestosis/Pleural Disease (Level I)</b>
<input type="checkbox"/>	<b>Other Cancer (Level II) (colo-rectal, laryngeal, esophageal, pharyngeal or stomach)</b>
<input type="checkbox"/>	<b>Lung Cancer (Level III)</b>
<input type="checkbox"/>	<b>Mesothelioma (Level IV)</b>

*Please note that your Asbestos Personal Injury Claim has been temporarily allowed solely for the purposes of voting to accept or reject the Plan in an amount corresponding to the Disease Category you designate above. The temporary allowance of your Asbestos Personal Injury Claim is solely for voting purposes and does not constitute an allowance of such Asbestos Personal Injury Claim for purposes of distribution under the Asbestos Personal Injury Trust Distribution Procedures and is without prejudice to your rights or the rights of the Debtors and the Asbestos Personal Injury Trust in any other context.*

<sup>2</sup> The references to "holder" and "hold" in this ballot, including in the Acknowledgment and Certification in Item 4, do not constitute a representation or certification that the claimant will be successful on his, her or its claim but rather constitute only a representation or certification that the claimant has the right to bring the claim under applicable non-bankruptcy law.

**Item 3. Releases Pursuant to Plan.** The undersigned hereby understands that a vote to accept the Plan constitutes an agreement by the claimant to provide the release set forth in Article IV.R.3.c. of the Plan as follows:

**Without limiting any other provision of the Plan or the Bankruptcy Code, as of the Effective Date, in consideration for, among other things, the obligations of the Debtors and the Reorganized Debtors under the Plan, each holder of a Claim or Interest that votes in favor of the Plan or is deemed to accept the Plan shall be deemed to forever release, waive and discharge all claims, commitments, obligations, suits, judgments, damages, demands, debts, causes of action and liabilities, whether liquidated or unliquidated, fixed or contingent, disputed or undisputed, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise, against any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, arising out of, based upon or resulting from, directly or indirectly, in whole or in part, any act, omission, transaction or other occurrence taking place on or prior to the Effective Date and in any way relating to the Reorganization Cases or the Plan (which release shall be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code). Notwithstanding the foregoing, no release or discharge of any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, shall diminish, reduce or eliminate the duties or obligations of any Asbestos Insurer under any Asbestos Personal Injury Insurance Asset.**

**Item 4. Acknowledgment and Certification.** By signing this Ballot, the undersigned certifies to the best of the undersigned's knowledge, information, and reasonable belief that the following matters are true and correct:

- (a) I have been provided with a copy of the Disclosure Statement and the other applicable solicitation materials.
- (b) I am the holder of an Asbestos Personal Injury Claim (as defined in the Plan), or I have the authority, under applicable law, to submit this Ballot on behalf of an individual, estate or other such entity that holds an Asbestos Personal Injury Claim.
- (c) If a Disease Category is selected in Item 2 above, I or the injured party on whose behalf this Ballot is submitted has/had the Disease Category indicated above, as described in the Voting Information and Instructions for Completing the Ballot, based on medical records or similar documentation in the possession of the signatory or in the possession of the claimant's attorney or physician.

**Item 5. Name and Address of the holder of the Asbestos Personal Injury Claim:**

---

Name

---

Social Security Number (Last Four Digits Only)

---

Address

---

City, State and ZIP Code (US)

---

Telephone Number

**Item 6. Signature.**

For your vote to be counted, you must sign this Ballot.

---

Name (please print)

---

Signature (required)

---

If by Authorized Agent, Name and Title

---

Telephone Number  
(if voting as Authorized Agent)

---

E-Mail Address (if available)  
(if voting as Authorized Agent)

---

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

1. This Ballot is submitted to you in connection with the solicitation of votes on the Plan from individual holders of Asbestos Personal Injury Claims. PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THE BALLOT. Unless otherwise defined, all capitalized terms used herein have the meanings given to them in the Voting Procedures.
2. You have been sent this Ballot either because you do not have an attorney or because your attorney has requested that you be sent this Ballot directly.

**ITEM 1:** CAST ONE VOTE TO ACCEPT (VOTE IN FAVOR OF) OR REJECT (VOTE AGAINST) THE PLAN BY CHECKING THE APPROPRIATE BOX. **Ballots must be received by the Voting Agent by 5:00 p.m., prevailing Eastern Time, on February 20, 2020 (the "Voting Deadline").** If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. *Ballots submitted by facsimile will not be accepted.* If neither the "accept (i.e., vote in favor of) the Plan" nor "reject (i.e., vote against) the Plan" box is checked in Item 1, if both the "accept (i.e., vote in favor of) the Plan" and "reject (i.e., vote against) the Plan" boxes are checked, or if this Ballot is not signed, this Ballot will not be valid or counted as having been cast.

An otherwise properly executed Ballot that attempts to partially accept (i.e., vote in favor of) the Plan or partially reject (i.e., vote against) the Plan will not be counted. Furthermore, for purposes of computing your vote submitted on the enclosed Ballot, you will be deemed to have voted the full amount of your Asbestos Personal Injury Claim according to the Disease Category specified for such Asbestos Personal Injury Claim.

3. **ITEM 2:** In the boxes provided in Item 2, please indicate which Disease Category serves as the basis for your Asbestos Personal Injury Claim. You may wish to contact your doctor or legal advisor before completing Item 2. If you believe that you hold an Asbestos Personal Injury Claim as defined in the Plan, but do not meet the criteria for any of the Disease Categories, your Asbestos Personal Injury Claim will be allowed for voting purposes only in the amount of \$1.00 and you are not required to select a Disease Category in Item 2. The Disease Categories, along with their corresponding amounts and medical criteria for voting purposes only, are as follows:

*Asbestosis/Pleural Disease (Level I)* Requires a diagnosis of an asbestos-related nonmalignant disease - **Claim amount for voting purposes only: \$36,000.**

*Other Cancer (Level II)* Requires a diagnosis of a primary colorectal, laryngeal, esophageal, pharyngeal, or stomach cancer - **Claim amount for voting purposes only: \$84,000.**

*Lung Cancer (Level III)* Requires a diagnosis of a primary lung cancer - **Claim amount for voting purposes only: \$126,000.**

*Mesothelioma (Level IV)* Requires a diagnosis of mesothelioma - **Claim amount for voting purposes only: \$600,000.**

4. **ITEM 4: Acknowledgment and Certification.** Item 4 of the Ballot requires you to provide certain certifications. By signing and returning a Ballot, the claimant, the claimant's personal representative, or the claimant's attorney certifies, to the best of their knowledge, information, and reasonable belief that the following matters are true and correct: (1) the claimant holds an Asbestos Personal Injury Claim in the designated Disease Category, as described above; and (2) you are authorized to vote on the Plan on behalf of, or in your capacity as, the claimant. If you are completing the Ballot on behalf of the claimant, indicate your relationship to the claimant and the capacity in which you are signing. Proof of such capacity is to be provided upon request. Item 4 contains certain required certifications, which you are making by signing and returning this Ballot, including certifications that (a) you are the holder of an Asbestos Personal Injury Claim or have the authority to vote on behalf of a holder of an Asbestos Personal Injury Claim and (b) the injured party has/had the Disease Category indicated and meets the medical criteria for that Disease Category based on medical records or similar documentation. Please ensure that (a) you have read and understood the certifications prior to signing the Ballot and (b) the certifications are correct for the Asbestos Personal Injury Claim voted on the Ballot.
5. **ITEM 5:** Print or type the name, current mailing address, and telephone number of the holder of the Asbestos Personal Injury Claim. Claimants in the United States should include street address, city, state, ZIP Code, telephone number and the last four digits of the holder of the Asbestos Personal Injury Claim's social security numbers. Claimants in all other countries should include relevant address information in the space provided. United States claimants must provide the last four digits of their social security numbers in the space provided in Item 5.

6. **ITEM 6: Signature.** Either the holder of the Asbestos Personal Injury Claim or the holder's personal representative, or, in the case of United States claimants, the holder's attorney, must sign the Ballot in Item 6. If the Ballot is not signed, the vote shown on the Ballot will not be counted.
7. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Prime Clerk, LLC (the "Voting Agent") at the following address:

Kaiser Gypsum Company, Inc. Ballot Processing  
c/o Prime Clerk  
830 3rd Avenue, 3rd Floor  
New York, New York 10022

In addition, to submit your Ballot via the Voting Agent's online portal, please visit <http://cases.primeclerk.com/kaisergypsum>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: \_\_\_\_\_

The Voting Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who cast a Ballot using the Voting Agent's online portal should NOT also submit a paper Ballot.

8. Do not include medical records with this Ballot. Medical records cannot be returned by the Voting Agent.
9. Your Asbestos Personal Injury Claim has been temporarily allowed in the amount set forth above that corresponds to the Disease Category you designate as the basis for your Claim. The temporary allowance of your Asbestos Personal Injury Claim in the applicable amount is solely for voting purposes and does not constitute an allowance of such Claim for purposes of distribution under the Asbestos Personal Injury Trust and is without prejudice to your rights or the rights of the Debtors or the Asbestos Personal Injury Trust in any other context.
10. If no Disease Category is indicated for your Asbestos Personal Injury Claim, your Asbestos Personal Injury Claim will be counted for voting purposes only in the amount of \$1.00. If more than one Disease Category is selected for your Asbestos Personal Injury Claim, the Voting Agent shall count your vote in the amount corresponding to the Disease Category with the highest allowed amount.
11. Any vote on behalf of a holder of an Asbestos Personal Injury Claim submitted without inclusion of the name and the last four digits of the social security number of such individual (or the individual on whose behalf the vote is submitted) will not be counted.
12. The Ballot does not constitute and will not be deemed a proof of Claim or equity Interest or an assertion of a Claim or equity Interest.
13. If you cast more than one Ballot voting the same Asbestos Personal Injury Claim prior to the Voting Deadline, the latest dated Ballot will supersede any prior Ballots.

**TO BE COUNTED, IT IS IMPERATIVE THAT YOU SIGN YOUR BALLOT AND THAT YOU PROVIDE THE LAST FOUR DIGITS OF YOUR SOCIAL SECURITY NUMBER. A BALLOT THAT DOES NOT CONTAIN THIS REQUIRED INFORMATION WILL NOT BE COUNTED.**

**RETURN YOUR BALLOT SO THAT IT IS RECEIVED NO LATER THAN  
FEBRUARY 20, 2020.**

**THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR IF YOU HAVE ANY QUESTIONS  
CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE  
VOTING AGENT, PRIME CLERK, LLC, AT:**

**KAISER GYPSUM COMPANY, INC. BALLOT PROCESSING  
C/O PRIME CLERK  
830 3RD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10022  
855.855.7644  
KAISERGYPSUMBALLOTS@PRIMECLERK.COM**



**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	Chapter 11
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
Debtors.	:	(Jointly Administered)

**MASTER BALLOT FOR VOTING ON THE JOINT PLAN OF REORGANIZATION  
OF KAISER GYPSUM COMPANY, INC. AND HANSON PERMANENTE CEMENT, INC.**

**CLASS 4: ASBESTOS PERSONAL INJURY CLAIMS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. PREVAILING EASTERN TIME ON  
FEBRUARY 20, 2020**

This Master Ballot is to be used only by counsel for holders<sup>2</sup> of Asbestos Personal Injury Claims in Class 4 to cast votes on behalf of individual holders of Asbestos Personal Injury Claims in Class 4 to accept (i.e., vote in favor of) or reject (i.e., vote against) the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 (as it may be amended, the "Plan") described in the accompanying Disclosure Statement, dated October 14, 2019 (as it may be amended, the "Disclosure Statement"). In connection with soliciting votes to accept or reject the Plan, the Bankruptcy Court approved certain Ballot Solicitation and Tabulation Procedures (the "Voting Procedures"), which are attached to the Disclosure Statement as Exhibit II. Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined herein have the meanings given to them in the Voting Procedures.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you, including the creation of a trust pursuant to section 524(g) of the Bankruptcy Code and the related channeling of Asbestos Personal Injury Claims to such trust, if the Plan satisfies the following requirements:

- (a) is accepted by holders of at least two-thirds in amount of the Asbestos Personal Injury Claims for which votes to accept or reject the Plan were cast and counted pursuant to the Voting Procedures;
- (b) is accepted by at least three-fourths of the holders of Asbestos Personal Injury Claims that cast votes to accept or reject the Plan that were counted pursuant to the Voting Procedures; and
- (c) satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code.

**This Master Ballot must be properly completed, signed, and returned to Prime Clerk, LLC, Kaiser Gypsum Company, Inc., Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022 so that it is received by the deadline indicated above. Otherwise, the votes transmitted hereby will not be counted.**

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

<sup>2</sup> The references to "holder" in this ballot, including in the Acknowledgment and Certification in Item 5, do not constitute a representation or certification that the claimant will be successful on his, her or its claim but rather constitute only a representation or certification that the claimant has the right to bring the claim under applicable non-bankruptcy law.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3, AND 5. THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST IF (1) NONE OF THE BOXES IN ITEM 1 IS CHECKED, (2) MORE THAN ONE OF THE BOXES IN ITEM 1 ARE CHECKED, (3) THIS BALLOT IS NOT SIGNED OR (4) THE EXHIBIT REQUIRED IN ITEM 3 IS NOT SUBMITTED.

**Item 1. Tabulation of Votes with Respect to Plan.** The undersigned certifies, to the best of the undersigned's knowledge, information, and reasonable belief that the following matters are true and correct, that (check only ONE box):

- ☐ **ALL** of the individuals listed on the Exhibit required in Item 3, all of whom are holders of Asbestos Personal Injury Claims in Class 4 under the Plan, **ACCEPT (I.E., VOTE IN FAVOR OF)** the Plan.
- ☐ **ALL** of the individuals listed on the Exhibit required in Item 3, all of whom are holders of Asbestos Personal Injury Claims in Class 4 under the Plan, **REJECT (I.E., VOTE AGAINST)** the Plan.
- ☐ Some of the individuals, estates or other entities listed on the Exhibit required in Item 3 **ACCEPT (I.E., VOTE IN FAVOR OF)** the Plan, while other individuals estates or other entities listed on the Exhibit required in Item 3 **REJECT (I.E., VOTE AGAINST)** the Plan.

**Item 2. Summary of Votes by Disease Category.** Please summarize the votes of holders of Asbestos Personal Injury Claims for whom you are voting, according to Disease Category, on the table below

Disease Category	Votes <u>Accepting</u> ( <u>i.e.</u> , in Favor of) the Plan	Votes <u>Rejecting</u> ( <u>i.e.</u> , Against) the Plan	Total Votes
Asbestos Personal Injury Claim with no Disease Category selected			
Asbestosis/Pleural Disease (Level I)			
Other Cancer (Level II) (colo-rectal, laryngeal, esophageal, pharyngeal or stomach)			
Lung Cancer (Level III)			
Mesothelioma (Level IV)			
<b>Total Votes</b>			

**Item 3. Required Exhibit: List of Holders of Asbestos Personal Injury Claims Represented by Attorney.** Please include as an exhibit to this Master Ballot (the "Exhibit") an electronic list of each holder of an Asbestos Personal Injury Claim on whose behalf you are voting, which list should be in Excel or a comparable application and be formatted in accordance with the instructions set forth in paragraphs 9 and 10 of the attached Voting Information and Instructions for Completing the Ballot. The Exhibit must include for each claimant: (a) the last 4 digits of the social security number of the claimant; (b) the last name of the claimant; (c) the first name of the claimant; (d) the address of the claimant; (e) the Disease Category of the claimant; and (f) whether the claimant votes to accept (i.e., votes in favor of) or reject (i.e., votes against) the Plan. A sample template is set forth in paragraph 10 of the attached instructions and may also be downloaded in Excel format from the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum>. *Although an electronic format is preferred, if you represent fewer than 100 individuals, estates or other entities who hold Asbestos Personal Injury Claims, then you may provide the Exhibit in hard copy.* If you have any technical questions or need to arrange for special delivery of your Exhibit, please contact the Voting Agent, Prime Clerk, LLC, at [Kaisergypsumballots@PrimeClerk.com](mailto:Kaisergypsumballots@PrimeClerk.com) or 855.855.7644.

**Item 4. Releases Pursuant to Plan.** The undersigned hereby understands that a vote to accept the Plan constitutes an

agreement by the claimant to provide the release set forth in Article IV.R.3.c. of the Plan as follows:

Without limiting any other provision of the Plan or the Bankruptcy Code, as of the Effective Date, in consideration for, among other things, the obligations of the Debtors and the Reorganized Debtors under the Plan, each holder of a Claim or Interest that votes in favor of the Plan or is deemed to accept the Plan shall be deemed to forever release, waive and discharge all claims, commitments, obligations, suits, judgments, damages, demands, debts, causes of action and liabilities, whether liquidated or unliquidated, fixed or contingent, disputed or undisputed, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise, against any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, arising out of, based upon or resulting from, directly or indirectly, in whole or in part, any act, omission, transaction or other occurrence taking place on or prior to the Effective Date and in any way relating to the Reorganization Cases or the Plan (which release shall be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code). Notwithstanding the foregoing, no release or discharge of any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, shall diminish, reduce or eliminate the duties or obligations of any Asbestos Insurer under any Asbestos Personal Injury Insurance Asset.

**Item 5. Acknowledgement and Certification.** By signing this Master Ballot, the undersigned certifies to the best of the undersigned's knowledge, information, and reasonable belief that the following matters are true and correct:

- (a) I have been provided with a copy of the Disclosure Statement (with the Plan attached as an exhibit) and the other applicable solicitation materials.
- (b) Each of the individuals set forth on the Exhibit attached hereto is the holder of an Asbestos Personal Injury Claim in Class 4 under the Plan.
- (c) Each of the individuals set forth on the Exhibit is represented by the undersigned and has authorized the undersigned, under applicable law, to vote the holder's Asbestos Personal Injury Claim to accept (*i.e.*, vote in favor of) or reject (*i.e.*, vote against) the Plan, as indicated on the Exhibit, through the execution and filing of this Master Ballot with the Voting Agent.
- (d) The Disease Category indicated for each Asbestos Personal Injury Claim set forth on the Exhibit is true and correct and based on medical records or similar documentation, and each individual set forth on the Exhibit has authorized the undersigned, under applicable law, to represent such Disease Category.

Name of Attorney	Signature
Name of Law Firm	Telephone Number
Street Address	E-Mail Address
City, State, Zip	Date Completed

**IF THIS MASTER BALLOT IS NOT *ACTUALLY RECEIVED* BY THE VOTING AGENT BY 5:00 P.M. (PREVAILING EASTERN TIME) ON FEBRUARY 20, 2020, IT WILL NOT BE COUNTED.**

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

1. This Master Ballot is submitted to you in connection with the solicitation of votes on the Plan from individual holders of Asbestos Personal Injury Claims. PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THE MASTER BALLOT. Unless otherwise defined, all capitalized terms used herein have the meanings given to them in the Voting Procedures.
2. This Master Ballot is to be used by counsel who represent, and are authorized to vote to accept (i.e., vote in favor of) or reject (i.e., vote against) the Plan on behalf of, one or more holders of Asbestos Personal Injury Claims. You may be required to provide evidence of your authorization by holders of Asbestos Personal Injury Claims to vote to accept (i.e., vote in favor of) or reject (i.e., vote against) the Plan.
3. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by mail, overnight courier or personal delivery to Prime Clerk, LLC (the "Voting Agent") at the following address:

Kaiser Gypsum Company, Inc. Ballot Processing  
c/o Prime Clerk  
830 3rd Avenue, 3rd Floor  
New York, New York 10022

Master Ballots may be returned via email to [kaisergypsumballots@primeclerk.com](mailto:kaisergypsumballots@primeclerk.com).

**Master Ballots must be received by the Voting Agent by 5:00 p.m., prevailing Eastern Time, on February 20, 2020 (the "Voting Deadline").** If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. *Ballots submitted by facsimile will not be accepted.* If this Ballot is not signed, this Ballot will not be valid or counted as having been cast.

4. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s), rather than supersede(s), earlier Master Ballot(s), please mark the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes. Notwithstanding the foregoing, if two or more Master Ballots are received from separate counsel, each of whom purports to represent the same holder of an Asbestos Personal Injury Claim, the vote by such holder will be counted only once, and only if such votes are consistent. In the event that the votes are not consistent, neither vote will be counted.
5. This Master Ballot will not constitute or be deemed a proof of Claim or equity Interest, an assertion of a Claim or equity Interest, or the allowance of a Claim or equity Interest. None of the information set forth in this Master Ballot shall constitute an admission by the Debtors as to the extent, validity, or priority of the claim voted herein, nor shall anything contained herein be binding upon the Debtors, the claimant, or the Asbestos Personal Injury Trust.
6. The Master Ballot may not be used for any purpose other than to transmit the votes to accept/in favor of or reject/against the Plan.
7. **Item 1:** In the space provided in Item 1, please check the appropriate box to indicate acceptances and/or rejections of the Plan by the holders of Asbestos Personal Injury Claims on whose behalf you are authorized to vote. If all of the individuals set forth on the Exhibit required in Item 3 have voted in the same manner (i.e., all such individuals have voted either to accept or reject the Plan), please check one of the first two boxes in Item 1. If some of the individuals set forth on the Exhibit required in Item 3 have voted to accept the Plan, while other individuals have voted to reject the Plan, please check the last box in Item 1.
8. **Item 2:** Item 2 requires you to summarize the votes on the Plan according to Disease Category. The applicable Disease Categories are set forth in paragraph 13 below.
9. Please note that Item 3 of the Master Ballot requires that you prepare a list (the "Exhibit"), which must be submitted with the Master Ballot, setting forth each holder of an Asbestos Personal Injury Claim that you represent and on whose behalf you are authorized to vote on the Plan under applicable bankruptcy and/or non-bankruptcy law. The Exhibit must be in Excel or a comparable electronic format. If you represent fewer than 100 holders of Asbestos Personal Injury Claims, then you may provide the Exhibit in hard copy. If you have any technical questions or need to arrange for special delivery of your Exhibit, please contact Prime Clerk, LLC at [kaisergypsumballots@PrimeClerk.com](mailto:kaisergypsumballots@PrimeClerk.com) or 855.855.7644.

10. The Exhibit should list all holders of Asbestos Personal Injury Claims on whose behalf you are voting, and for each such holder, the Exhibit should include each of the following fields (in the order listed): (a) the last 4 digits of the social security number of the claimant; (b) the last name of the claimant; (c) the first name of the claimant; (d) the Disease Category of the claimant (the Disease Categories are set forth below in paragraph 13); and (e) whether the claimant votes to accept or reject the Plan. Please ensure that columns on the Exhibit are no greater than 45 characters wide. For your convenience, a sample template is set forth below and may also be downloaded in Excel format from the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum>.

Social Security No.	Last Name	First Name	Disease Category	Accept or Reject
6789	Smith	John	Mesothelioma	Accept

11. Each holder of an Asbestos Personal Injury Claim that votes must vote his, her or its entire claim to accept (i.e., vote in favor of) or reject (i.e., vote against) the Plan and may not split such vote. Accordingly, any vote that attempts partially to reject and partially to accept the Plan will not be counted. Furthermore, for purposes of computing the Master Ballot vote, each voting individual holder of an Asbestos Personal Injury Claim shall be deemed to have voted the full amount of his, her or its asserted Asbestos Personal Injury Claim according to the Disease Category specified for such Claim.
12. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Plan or designates both acceptance and rejection of the Plan for any particular individual, estate or entity listed on the Exhibit, then the Voting Agent may either contact the party submitting the Master Ballot in order to cure the defect on the Master Ballot or it shall not be counted as either an acceptance or rejection of the Plan.
13. The Exhibit must assign a Disease Category for each Asbestos Personal Injury Claim listed on the Exhibit. If you believe that a Client holds an Asbestos Personal Injury Claim as defined in the Plan but does not meet the criteria for any of the Disease Categories, such asserted Asbestos Personal Injury Claim will be allowed for voting purposes only in the amount of \$1.00 and you are not required to identify a Disease Category on the Exhibit. The Disease Categories, along with their corresponding amounts and medical criteria for voting purposes only, are as follows:

*Asbestosis/Pleural Disease (Level I)* Requires a diagnosis of an asbestos-related nonmalignant disease - **Claim amount for voting purposes only: \$36,000.**

*Other Cancer (Level II)* Requires a diagnosis of a primary colorectal, laryngeal, esophageal, pharyngeal, or stomach cancer - **Claim amount for voting purposes only: \$84,000.**

*Lung Cancer (Level III)* Requires a diagnosis of a primary lung cancer - **Claim amount for voting purposes only: \$126,000.**

*Mesothelioma (Level IV)* Requires a diagnosis of mesothelioma - **Claim amount for voting purposes only: \$600,000.**

14. For purposes of voting to accept or reject the Plan, each Asbestos Personal Injury Claim **has been temporarily allowed in the amount set forth above that corresponds to the Disease Category for each such Claim.** The temporary allowance of Asbestos Personal Injury Claims in the applicable amounts is solely for voting purposes and does not constitute an allowance of such Claims for purposes of distribution under the Asbestos Personal Injury Trust and is without prejudice to the rights of your Clients, the Debtors, or the Asbestos Personal Injury Trust in any other context.
15. If no Disease Category is indicated for an Asbestos Personal Injury Claim, the Voting Agent shall treat the affected vote as not meeting the criteria for any Disease Category and such Claim shall be allowed, for voting purposes only, in the amount of \$1.00. If more than one Disease Category is selected for an Asbestos Personal Injury Claim, including if more than one Firm submits a Master Ballot purporting to vote the same Asbestos Personal Injury Claim but selecting different Disease Categories on each Master Ballot, the Voting Agent shall count the affected vote in the amount corresponding to the Disease Category with the highest allowed amount.
16. Any vote on behalf of a holder of an Asbestos Personal Injury Claim submitted without inclusion of the name and the last 4 digits of the social security number of such holder will not be counted.
17. Item 5 contains certain required certifications which you are making by signing and returning the Master Ballot. Please ensure that you have read and understood the certifications prior to signing the Master Ballot and the certifications are correct for each Asbestos Personal Injury Claim voted on the Master Ballot.

18. The Master Ballot does not constitute and will not be deemed a proof of Claim or equity Interest or an assertion of a Claim or equity Interest.

**TO BE COUNTED, IT IS IMPERATIVE THAT YOU SIGN THE MASTER BALLOT AND THAT YOU PROVIDE THE LAST FOUR DIGITS OF EACH CLAIMANT'S SOCIAL SECURITY NUMBER. A BALLOT THAT DOES NOT CONTAIN THIS REQUIRED INFORMATION WILL NOT BE COUNTED.**

**RETURN YOUR BALLOT SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 20, 2020.**

**THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, PRIME CLERK, LLC, AT:**

**KAISER GYPSUM COMPANY, INC. BALLOT PROCESSING  
C/O PRIME CLERK  
830 3RD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10022  
855.855.7644  
KAISERGYPSUMBALLOTS@PRIMECLERK.COM**

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	Chapter 11
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
Debtors.	:	(Jointly Administered)

**INDIVIDUAL BALLOT FOR VOTING ON THE JOINT PLAN OF REORGANIZATION  
OF KAISER GYPSUM COMPANY, INC. AND HANSON PERMANENTE CEMENT, INC.**

**CLASS 4: ASBESTOS PERSONAL INJURY INDIRECT CLAIMS**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE  
PLAN IS 5:00 P.M. PREVAILING EASTERN TIME ON  
FEBRUARY 20, 2020**

You have received this Ballot either because you have asserted an Asbestos Personal Injury Indirect Claim or have been identified as an actual or potential co-defendant with the parties in any asbestos-related personal injury lawsuit or a party that otherwise could conceivably determine to assert an Asbestos Personal Injury Indirect Claim. This Ballot may be used to vote to accept (i.e., vote in favor of ) or reject (i.e., vote against) the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 (as it may be amended, the "Plan") described in the accompanying Disclosure Statement, dated October 14, 2019 (as it may be amended, the "Disclosure Statement") if you certify, by signing the Ballot, that you are a holder<sup>2</sup> of an Asbestos Personal Injury Indirect Claim. In connection with soliciting votes to accept or reject the Plan, the Bankruptcy Court approved certain Ballot Solicitation and Tabulation Procedures (the "Voting Procedures"), which are attached to the Disclosure Statement as Exhibit II. Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined herein have the meanings given to them in the Voting Procedures.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you, including the creation of a trust pursuant to section 524(g) of the Bankruptcy Code and the related channeling of Asbestos Personal Injury Claims to such trust, if the Plan satisfies the following requirements:

- (a) is accepted by holders of at least two-thirds in amount of the Asbestos Personal Injury Claims for which votes to accept or reject the Plan were cast and counted pursuant to the Voting Procedures;
- (b) is accepted by at least three-fourths of the holders of the Asbestos Personal Injury Claims that cast votes to accept or reject the Plan that were counted pursuant to the Voting Procedures; and
- (c) satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code.

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

<sup>2</sup> The references to "holder" and "holds" in this ballot, including in the Acknowledgment and Certification in Item 3, do not constitute a representation or certification that the claimant will be successful on his, her or its claim but rather constitute only a representation or certification that the claimant has the right to bring the claim under applicable non-bankruptcy law.

To have your vote counted, you must complete, sign and return this Ballot to Prime Clerk, LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022 so that it is received by the deadline indicated above.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 3. IF NEITHER THE "ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN" NOR "REJECT (I.E., VOTE AGAINST) THE PLAN" BOX IS CHECKED IN ITEM 1, IF BOTH THE "ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN" AND "REJECT (I.E., VOTE AGAINST) THE PLAN" BOXES ARE CHECKED, OR IF THIS BALLOT IS NOT SIGNED, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Class Vote.** The undersigned, who or which is a holder of an Asbestos Personal Injury Indirect Claim in Class 4 under the Plan, votes to (check only ONE box):

☐

**ACCEPT (I.E., VOTE IN FAVOR OF) THE PLAN**

☐

**REJECT (I.E., VOTE AGAINST) THE PLAN**

Amount of your Claim for Voting Purposes Only: \$1.00

**Item 2. Releases Pursuant to Plan.** The undersigned hereby understands that a vote to accept the Plan constitutes an agreement by the claimant to provide the release set forth in Article IV.R.3.c. of the Plan as follows:

Without limiting any other provision of the Plan or the Bankruptcy Code, as of the Effective Date, in consideration for, among other things, the obligations of the Debtors and the Reorganized Debtors under the Plan, each holder of a Claim or Interest that votes in favor of the Plan or is deemed to accept the Plan shall be deemed to forever release, waive and discharge all claims, commitments, obligations, suits, judgments, damages, demands, debts, causes of action and liabilities, whether liquidated or unliquidated, fixed or contingent, disputed or undisputed, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise, against any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, arising out of, based upon or resulting from, directly or indirectly, in whole or in part, any act, omission, transaction or other occurrence taking place on or prior to the Effective Date and in any way relating to the Reorganization Cases or the Plan (which release shall be in addition to the discharge of Claims provided herein and under the Confirmation Order and the Bankruptcy Code). Notwithstanding the foregoing, no release or discharge of any of the Parties or any Reorganized Debtor, or any of their respective present or former directors, officers, employees, members, subsidiaries, predecessors, successors, attorneys, accountants, investment bankers, financial advisors, appraisers, representatives and agents, or the DIP Lender, in each case acting in such capacity, shall diminish, reduce or eliminate the duties or obligations of any Asbestos Insurer under any Asbestos Personal Injury Insurance Asset.



**Item 3. Acknowledgment and Certification.** By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not be valid or counted as having been cast. The undersigned also certifies that it holds an Asbestos Personal Injury Indirect Claim, as such term is defined in the Plan, such that the undersigned actually is entitled to vote to accept or reject the Plan.

---

Name of Organization

---

Signature

---

Name of Signatory

---

Title

---

Street Address

---

City, State, Zip Code

---

Telephone Number

---

E-Mail Address

---

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS  
FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate either acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to Prime Clerk, LLC (the "Voting Agent") at the following address:

Kaiser Gypsum Company, Inc. Ballot Processing  
c/o Prime Clerk  
830 3rd Avenue, 3rd Floor  
New York, New York 10022

In addition, to submit your Ballot via the Voting Agent's online portal, please visit <http://cases.primeclerk.com/kaisergypsum>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique E-Ballot ID#: \_\_\_\_\_

The Voting Agent's online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.

Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.

Creditors who cast a Ballot using the Voting Agent's online portal should NOT also submit a paper Ballot.

**Ballots must be received by the Voting Agent by 5:00 p.m., prevailing Eastern Time, on February 20, 2020 (the "Voting Deadline").** If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. *Ballots submitted by facsimile will not be accepted.* If neither the "accept (i.e. vote in favor of) the Plan" nor "reject (i.e. vote against) the Plan" box is checked in Item 1, if both the "accept (i.e. vote in favor of) the Plan" and "reject (i.e. vote against) the Plan" boxes are checked, or if this Ballot is not signed, this Ballot will not be valid or counted as having been cast.

2. **The attached Ballot is designated for voting only Asbestos Personal Injury Indirect Claims, which are included within Asbestos Personal Injury Claims in Class 4.**
3. If you return more than one Ballot voting different Claims under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan likewise will not be counted.
4. Your Asbestos Personal Injury Indirect Claim has been temporarily allowed in the amount of \$1.00 for purposes of voting to accept or reject the Plan in accordance with the Voting Procedures. The temporary allowance of your Asbestos Personal Injury Indirect Claim in the amount of \$1.00 is solely for voting purposes and does not constitute an allowance of such Claim for purposes of distribution under the Asbestos Personal Injury Trust Distribution Procedures and is without prejudice to your rights or the rights of the Debtors and the Asbestos Personal Injury Trust in any other context.
5. The Ballot does not constitute and will not be deemed a proof of Claim or equity Interest or an assertion of a Claim or equity Interest.
6. If you cast more than one Ballot voting the same Asbestos Personal Injury Indirect Claim prior to the Voting Deadline, the latest dated Ballot will supersede any prior Ballots.

**TO BE COUNTED, IT IS IMPERATIVE THAT YOU SIGN  
YOUR BALLOT OR YOUR BALLOT WILL NOT BE COUNTED.**

**RETURN YOUR BALLOT SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 20, 2020.  
THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR IF YOU HAVE ANY QUESTIONS  
CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING  
AGENT, PRIME CLERK, LLC, AT:**

**KAISER GYPSUM COMPANY, INC. BALLOT PROCESSING  
C/O PRIME CLERK  
830 3RD AVENUE, 3RD FLOOR  
NEW YORK, NEW YORK 10022  
855.855.7644  
KAISERGYPSUMBALLOTS@PRIMECLERK.COM**

**Annex C**

Voting Procedures

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	Chapter 11
	:	
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
	:	
Debtors.	:	(Jointly Administered)
	:	

---

**VOTING PROCEDURES**

---

C. Richard Rayburn, Jr. (NC 6357)  
John R. Miller, Jr. (NC 28689)  
RAYBURN COOPER & DURHAM, P.A.  
1200 Carillon  
227 West Trade Street  
Charlotte, North Carolina 28202  
Telephone: (704) 334-0891  
Facsimile: (704) 377-1897  
E-mail: rrayburn@rcdlaw.net  
jmiller@rcdlaw.net

-and-

Gregory M. Gordon (TX 08435300)  
Amanda Rush (TX 24079422)  
JONES DAY  
2727 N. Harwood Street  
Dallas, Texas 75201  
Telephone: (214) 220-3939  
Facsimile: (214) 969-5100  
E-mail: gmgordon@jonesday.com  
asrush@jonesday.com

-and-

Paul M. Green (TX 24059854)  
JONES DAY  
717 Texas, Suite 3300  
Houston, Texas 77002  
Telephone: (832) 239-3939  
Facsimile: (832) 239-3600  
E-mail: pmgreen@jonesday.com

ATTORNEYS FOR DEBTORS

---

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

1.	DEFINITIONS.....	1
a.	"2002 List" .....	1
b.	"Asbestos Personal Injury Claims Solicitation Notice" .....	1
c.	"Ballot" .....	1
d.	"Bankruptcy Court" .....	1
e.	"Certified Plan Solicitation Directive" .....	1
f.	"Clients" .....	1
g.	"Confirmation Hearing" .....	1
h.	"Confirmation Hearing Notice" .....	1
i.	"Confirmation Objection Deadline" .....	1
j.	"Debtors" .....	1
k.	"Disclosure Statement" .....	1
l.	"Firm" .....	1
m.	"General Publication Notice" .....	1
n.	"Master Ballot" .....	2
p.	"Publications" .....	2
q.	"Rule 3018 Motion" .....	2
r.	"Solicitation Package" .....	2
s.	"Voting Agent" .....	2
t.	"Voting Deadline" .....	2
u.	"Voting Record Date" .....	2
2.	PUBLICATION NOTICE .....	2
3.	AVAILABILITY OF PLAN-RELATED DOCUMENTS ON THE INTERNET .....	2
4.	DISTRIBUTION OF CERTAIN DOCUMENTS ON CD-ROM OR USB FLASH DRIVE .....	3
5.	DISTRIBUTION OF SOLICITATION PACKAGES.....	3
a.	Asbestos Personal Injury Claims .....	3
b.	Asbestos Personal Injury Indirect Claims .....	3
c.	Holders of Claims or Interests other than Asbestos Personal Injury Claims .....	3
d.	Other Parties .....	3
e.	Distribution of Solicitation Packages to Undeliverable Addresses Not Required; Procedures for Returned Solicitation Packages .....	3
6.	SPECIAL PROCEDURES RELATING TO ASBESTOS PERSONAL INJURY CLAIMS .....	3
a.	Procedures Related to Asbestos Personal Injury Indirect Claims .....	3

- b. Procedures Related to Asbestos Personal Injury Claims (Other than Asbestos Personal Injury Indirect Claims) ..... 3
- 7. RETURN OF BALLOTS ..... 7
  - a. Authority to Complete and Execute Ballots ..... 7
  - b. Method for Transmitting, and Place to Send, Completed Ballots..... 7
  - c. Deadline for Receiving Completed Ballots ..... 7
- 8. TABULATION OF BALLOTS..... 7
  - a. Claimants That Are Entitled to Vote ..... 7
  - b. General Tabulation Rules ..... 7

***KAISER GYPSUM COMPANY, INC., ET AL.***  
**VOTING PROCEDURES**

The following procedures (the "Voting Procedures")<sup>1</sup> have been approved by the Bankruptcy Court in connection with (a) the distribution of solicitation materials for voting to accept (i.e., voting in favor of) or reject (i.e., voting against) the Plan (as hereinafter defined) and (b) the return and tabulation of Ballots and Master Ballots (as hereinafter defined).

**1. Definitions**

- a. **"2002 List"** means the general service list maintained by the Debtors in their chapter 11 cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and related orders of the Bankruptcy Court.
- b. **"Asbestos Personal Injury Claims Solicitation Notice"** means the notice sent to all known Firms that (i) details proposed procedures for soliciting votes on the Plan from each Entity holding or asserting on behalf of another Entity an Asbestos Personal Injury Claim; and (ii) requests that each Firm complete and return the Certified Plan Solicitation Directive to the Voting Agent on or before December 14, 2019.
- c. **"Ballot"** means the form or forms distributed to each holder of an Asbestos Personal Injury Claim (or the Firm representing each such holder) entitled to vote on the Plan.
- d. **"Bankruptcy Court"** means the United States Bankruptcy Court for the Western District of North Carolina.
- e. **"Certified Plan Solicitation Directive"** means the certified plan solicitation directive, pursuant to which, among other things, each Firm representing one or more holders of Asbestos Personal Injury Claims will direct the Debtors and the Voting Agent as to the preferred method for the solicitation of votes on the Plan by such Firm's Clients.
- f. **"Clients"** means holders of Asbestos Personal Injury Claims (other than Asbestos Personal Injury Indirect Claims) who are the clients of Firms.
- g. **"Confirmation Hearing"** means the hearing on the confirmation of the Plan, as such hearing may be adjourned from time to time.
- h. **"Confirmation Hearing Notice"** means a notice, substantially in the form approved by the Bankruptcy Court, setting forth, among other things, the time fixed for voting to accept or reject the Plan, the Confirmation Objection Deadline, and the date and time on which the Confirmation Hearing is scheduled to begin.
- i. **"Confirmation Objection Deadline"** means the date that is established by the Bankruptcy Court as the deadline for filing objections to confirmation of the Plan.
- j. **"Debtors"** means, together, Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc.
- k. **"Disclosure Statement"** means the Disclosure Statement for the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc. (including all exhibits) that relates to the Plan, as the same may be amended.
- l. **"Firm"** means an attorney or law firm that represents one or more Clients.
- m. **"General Publication Notice"** means a published notice substantially in the form approved by the Bankruptcy Court of: (i) the Voting Deadline, (ii) the Confirmation Objection Deadline, (iii) the Confirmation Hearing and (iv) the procedure to obtain a Solicitation Package.

---

<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 (as it may be amended, the "Plan").



- n. **"Master Ballot"** means a Ballot submitted on behalf of one or more Clients pursuant to section 6 of these Voting Procedures.
- o. **"Plan Confirmation Notice Plan"** means the plan confirmation notice plan designed by Hilsoft Notifications, the Debtors' plan notice consultant.
- p. **"Publications"** means the national and regional publications identified on Exhibit F to the Motion of Debtors for an Order (I) Approving the Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Proposed Joint Plan of Reorganization and (III) Scheduling a Hearing on Confirmation of Proposed Joint Plan of Reorganization and Approving Related Notice Procedures.
- q. **"Rule 3018 Motion"** means a motion, pursuant to Bankruptcy Rule 3018(a), seeking an order temporarily allowing a Claim, solely for purposes of voting to accept or reject the Plan, in an amount or classification different from the amount or classification allowed in accordance with Voting Procedures.
- r. **"Solicitation Package"** means, and will consist of, all of the following:
  - i. A Confirmation Hearing Notice;
  - ii. The Disclosure Statement;<sup>2</sup>
  - iii. For potential holders of Asbestos Personal Injury Claims, an appropriate form of Ballot, voting instructions and a Ballot-return envelope;
  - iv. If requested pursuant to section 6.b(iii), letters or other communications from a Firm to its Clients; and
  - v. Any other materials authorized by the Bankruptcy Court to be included as part of the Solicitation Package.
- s. **"Voting Agent"** means Prime Clerk LLC, maintaining an address at Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022, phone number of (855) 855-7644 and email address of [Kaisergypsumballots@PrimeClerk.com](mailto:Kaisergypsumballots@PrimeClerk.com).
- t. **"Voting Deadline"** means February 20, 2020.
- u. **"Voting Record Date"** means October 17, 2019.

## 2. Publication Notice

The Debtors will, on a date not less than twenty-five days prior to the Confirmation Objection Deadline, or as soon as possible thereafter, cause the General Publication Notice to be published once in the Publications. In addition, on a date not less than twenty days prior to the Confirmation Objection Deadline, the Debtors will publish the Asbestos Publication Notice in those newspapers, magazines, websites, mailings and press releases set forth in the Plan Confirmation Notice Plan.

## 3. Availability of Plan-Related Documents on the Internet

All Plan-related documents, including the Disclosure Statement, are available via the Internet on the Voting Agent's website at <https://cases.primeclerk.com/kaisergypsum> and on the Bankruptcy Court's docket at [www.ncwb.uscourts.gov](http://www.ncwb.uscourts.gov) [PACER log-in required].

---

<sup>2</sup> The Plan is an Exhibit to the Disclosure Statement.

**4. Distribution of Certain Documents on CD-ROM or USB Flash Drive**

The Solicitation Packages will include a CD-ROM or USB Flash Drive containing the Disclosure Statement and the Exhibits thereto, including the Plan. Any party in interest may obtain a paper copy of the applicable documents by sending a request, in writing, to the Voting Agent either through mail, overnight delivery or electronic mail to Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022, Kaiser gypsumballots@PrimeClerk.com. Any such request must be received by the Voting Agent at least ten Business Days prior to the Voting Deadline. The Voting Agent will make reasonable effort to cause a paper copy of the applicable documents to be deposited with the United States Postal Service or overnight delivery service within two Business Days of receiving the written request.

**5. Distribution of Solicitation Packages**

a. Asbestos Personal Injury Claims

The Voting Agent will cause Solicitation Packages to be served in connection with Asbestos Personal Injury Claims (other than Asbestos Personal Injury Indirect Claims) in the manner described in section 6 hereof.

b. Asbestos Personal Injury Indirect Claims

The Voting Agent will cause Solicitation Packages to be served upon holders of Asbestos Personal Injury Indirect Claims as identified by the Debtors based on their records.

c. Holders of Claims or Interests other than Asbestos Personal Injury Claims

The Voting Agent will cause Solicitation Packages without Ballots to be served on holders of Claims or Interests in classes other than Class 4 as of the Voting Record Date.

d. Other Parties

The Voting Agent will cause a Solicitation Package to be served on counsel to the Asbestos Personal Injury Committee, counsel to the Future Claimants' Representative, the Bankruptcy Administrator and each party on the 2002 List.

e. Distribution of Solicitation Packages to Undeliverable Addresses Not Required; Procedures for Returned Solicitation Packages

If a Solicitation Package is returned as undeliverable, the Voting Agent shall resend such Solicitation Package only once, provided that the United States Postal Service has included a forwarding address at least five Business Days before the Voting Deadline.

**6. Special Procedures Relating to Asbestos Personal Injury Claims**

a. Procedures Related to Asbestos Personal Injury Indirect Claims

i. Service on Holders of Asbestos Personal Injury Indirect Claims

The Voting Agent will cause a Solicitation Package to be served upon each holder of an Asbestos Personal Injury Indirect Claim as identified by the Debtors based on their records.

ii. Tabulation of Votes

Each holder of an Asbestos Personal Injury Indirect Claim will have a single vote in the amount, for voting purposes only, of \$1.00.

b. Procedures Related to Asbestos Personal Injury Claims (Other than Asbestos Personal Injury Indirect Claims)

(i) Initial Distribution of Solicitation Packages and Mailing of Asbestos Personal Injury Claims Solicitation Notice and Certified Plan Solicitation Directives

On or before October 31, 2019, the Voting Agent will serve an Asbestos Personal Injury Claims Solicitation Notice and a Certified Plan Solicitation Directive on all known Firms.

(ii) Certified Plan Solicitation Directive

- (A) Each Firm returning the Certified Plan Solicitation Directive must deliver it to the Voting Agent.
- (B) Each Firm returning the Certified Plan Solicitation Directive must deliver it so that it is received no later than December 14, 2019.
- (C) Pursuant to the Certified Plan Solicitation Directive, each Firm will direct the Voting Agent to solicit votes on the Plan from its Clients, according to one of the following procedures:
  - (1) Master Ballot Solicitation Method. If a Firm certifies that it has the authority under applicable law to vote on behalf of its Clients, the Firm may direct the Voting Agent to serve the Firm with one Solicitation Package and one Master Ballot on which the Firm must record the votes on the Plan for each of its Clients. If the Firm elects this procedure, the Firm may also request that, for informational purposes, the Voting Agent serve Solicitation Packages (without Ballots) on its Clients.
  - (2) Direct Solicitation Method. If a Firm does not have the authority to vote on behalf of its Clients, or if a Firm prefers to have each of its Clients cast his or her own vote on the Plan, such Firm may direct the Voting Agent to solicit votes on the Plan directly from its Clients.
  - (3) Indirect Solicitation Method. If a Firm does not have the authority to vote on behalf of its Clients or the attorney prefers to have the Clients cast their own votes on the Plan, the attorney may direct the Voting Agent to deliver the Solicitation Packages to the Firm, which will, in turn, deliver the Solicitation Packages to its Clients. If the Firm selects this method: (i) the Voting Agent will cause the requested number of Solicitation Packages, including appropriate Ballots, to be served on the Firm; (ii) the Firm must deliver the Solicitation Packages to the Clients within three Business Days after receipt; and (iii) the Firm must file an affidavit of service with the Bankruptcy Court, and send a copy of such affidavit to the Voting Agent, within three Business Days of such service. The names and addresses of the Clients served, however, do not need to be listed on the affidavit of service. The affidavit of service only needs to state that service was completed, the date(s) that service was completed and the attorney has provided or will provide the Voting Agent with the required lists of clients, as described in subsection 6.b.(ii)(D) below.
  - (4) Hybrid Solicitation Method. If a Firm certifies that it has the authority under applicable law to vote, and intends to exercise that power, only for certain of the Clients (collectively, the "Master Ballot Clients"), the Firm may direct the Voting Agent to serve the Firm with one Solicitation Package and one Master Ballot on which the Firm must record the votes with respect to the Plan for the Master Ballot Clients. The Firm also may request that, for informational purposes, the Voting Agent serve Solicitation Packages (without a Ballot) on the Master Ballot Clients. With respect to such Firm's other Clients that are not Master Ballot Clients (collectively, the "Individual Ballot Clients"), the Firm must elect the procedure under either the Direct Solicitation Method (subsection (2) above) or the Indirect Solicitation Method (subsection (3) above).
  - (5) If a Firm fails to timely return the Certified Plan Solicitation Directive to the Voting Agent, or otherwise fails to select a solicitation method by December 14, 2019, the Firm shall be deemed to have directed the Voting Agent to solicit votes on the Plan from the Clients according to the Master Ballot Solicitation

Method described in subsection (1) above without informational packages unless otherwise agreed to among the Debtors, the Voting Agent and the Firm.

- (6) If a Firm certifies that it does not represent any Clients, such Firm may direct the Voting Agent to omit such Firm from the Debtors' solicitation of votes on the Plan and may request that it be removed from the service list in the above-captioned cases.

(D) Client Lists

To facilitate the solicitation of votes on the Plan, each Firm should submit, as applicable, one or two lists of Clients (the "Client List") to the Voting Agent, which lists are subject to the following requirements:

- (1) The Client List(s) must be in Excel or a comparable electronic format on CD-ROM or USB Flash Drive. If a Firm returning the Certified Plan Solicitation Directive has fewer than 100 Clients, then such Firm may provide the Client List in hard copy. Firms may contact the Voting Agent at (855) 855-7644 with any technical questions or to arrange for special delivery of the Client List(s).
- (2) The Client List(s) must contain the name and last four digits of the social security number for each of the Clients. If the Firm is returning its Client List as an exhibit to a Master Ballot, such Client List must also indicate (A) whether each Client voted to accept (i.e., voted in favor of) or reject (i.e., voted against) the Plan and (B) the appropriate Disease Category. If the Firm is requesting that the Voting Agent directly serve Solicitation Packages on some or all of its Clients, the Client List must also include an address for each of those Clients. If a Firm selects the Hybrid Solicitation Method described in section 6.b(ii)(C)(4), the attorney must return two Client Lists: one for the Master Ballot Clients and one for the Individual Ballot Clients.
- (3) Firms are required to submit their Client List(s) as follows:
  - i. Client List(s) must be submitted to the Voting Agent, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022.
  - ii. If a Firm selects the Master Ballot Solicitation Method described in section 6.b(ii)(C)(1), the Client List must be submitted as the exhibit to the Master Ballot on or before the Voting Deadline.
  - iii. If a Firm selects the Direct Solicitation Method described in section 6.b(ii)(C)(2), the Client List (which must include addresses) must be submitted on or before December 14, 2019. To the extent that the Client List is not submitted by the deadline, the Debtors and the Voting Agent will distribute Solicitation Packages for the affected Clients as soon as practicable after the receipt of such Client List.
  - iv. If a Firm selects the Indirect Solicitation Method described in section 6.a(ii)(C)(3), the Client List must be submitted on or before December 14, 2019.
  - v. If a Firm selects the Hybrid Solicitation Method described in section 6.b(ii)(C)(4), the Master Ballot Client List must be submitted as the exhibit to the Master Ballot on or before the Voting Deadline and the Individual Ballot Client List must be submitted on or before December 14, 2019, for both the Direct Solicitation Method and Indirect Solicitation Method.

(iii) Distribution of Solicitation Packages Pursuant to Certified Plan Solicitation Directives

- (A) The Voting Agent will serve the Solicitation Packages in accordance with the instructions set forth in the Certified Plan Solicitation Directives on the later of five Business Days after receipt thereof or thirty-five days prior to the Voting Deadline. If a Certified Plan Solicitation Directive instructs the Voting Agent to serve the Solicitation Packages directly or indirectly on the Firm's Clients, the five Business Day period will not begin until the Voting Agent receives the Client List required in section 6.b(ii)(D).
- (B) A Firm electing to vote by Master Ballot may, via the Certified Plan Solicitation Directive, request that the Voting Agent serve non-voting Solicitation Packages on such Firm's Clients for informational purposes only. The Firm must provide the Voting Agent with a list of such Client addresses on or before December 14, 2019.
- (C) A Firm may elect to include a letter or other communication from the Firm to its Clients with the Solicitation Packages. If the Voting Agent is to serve Solicitation Packages (either for voting or for informational purposes) directly on a Firm's Clients, such Firm must so notify the Voting Agent via the Certified Plan Solicitation Directive if the Firm desires to include a letter or other communication and provide the letter or other communication to the Voting Agent on or before December 14, 2019.
- (D) If a Firm chooses to transmit the Solicitation Packages to the Clients directly:
  - (1) The Firm must serve the Solicitation Packages on its Clients within three Business Days after receipt of such packages and, within three Business Days thereafter, file an affidavit of service with the Bankruptcy Court and provide a copy of such affidavit to the Voting Agent. The affidavit of service does not need to list the names and addresses of the Clients served, but should state that service was completed, the date(s) service was completed and that, for the Clients served, the Firm has provided the Voting Agent with the required Client List.
  - (2) The Debtors will reimburse such Firm for the actual postage incurred by the Firm in transmitting such Solicitation Packages by regular, first-class mail. Firms seeking reimbursement shall submit reasonable evidence of postage expenses incurred in order to obtain such reimbursement to Jones Day, Attn: Amanda S. Rush, 2727 North Harwood Street, Dallas, Texas 75201.

(iv) Completion and Return of Master Ballots by the Firms

Firms shall be permitted to cast Master Ballots for Clients, but only to the extent that those Firms (A) have the authority under applicable law to vote on behalf of its Clients and (B) indicate such on the Certified Plan Solicitation Directive returned to the Voting Agent. Each Firm voting on behalf of individual Clients shall complete a Master Ballot, which will set forth the votes cast by such Firm on behalf of any such Clients. The following procedures shall govern the completion and return of a Master Ballot:

(A) Summarizing Votes on the Master Ballot

Each Firm completing a Master Ballot must indicate one of the following: (1) all of the Clients listed on the exhibit described below voted to accept the Plan; (2) all of the Clients listed on the exhibit voted to reject the Plan; or (3) some of the Clients voted to accept the Plan, while other of the Clients voted to reject the Plan. The Firms completing such Ballots also must summarize the votes cast by the Clients listed on the exhibit, according to such Clients' Disease Category.

(B) Exhibit to the Master Ballot

- (1) Each Firm shall prepare an exhibit to the Master Ballot that lists the name, the last four digits of the social security number, the address and the Disease Category for each Client on whose behalf the Firm is submitting a vote and

indicates whether each Client voted to accept (i.e., voted in favor of) or reject (i.e., voted against) the Plan.

- (2) The exhibit must be in Excel or a comparable electronic format on CD-ROM or USB Flash Drive. If the Firm completing the Master Ballot has less than 100 Clients, then such Firm may provide the exhibit to the Master Ballot in hard copy.
- (3) The exhibit and the completed Master Ballot must be submitted to the Voting Agent in accordance with section 7 of these Voting Procedures.

## **7. Return of Ballots**

### **a. Authority to Complete and Execute Ballots**

If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other entity acting in a fiduciary or representative capacity, such person must indicate such capacity when signing. The authority of the signatory of each Ballot to complete and execute the Ballot shall be presumed, but each such signatory shall certify, by executing the Ballot, that he or she has such authority and shall provide evidence of such authority upon request of the Voting Agent.

### **b. Method for Transmitting, and Place to Send, Completed Ballots**

All Ballots should be returned by mail, overnight or hand-delivery service to the Debtors' Voting Agent. The Voting Agent will not accept Ballots submitted by facsimile or electronic transmission.

### **c. Deadline for Receiving Completed Ballots**

All Ballots must be **received** by the Voting Agent by 5:00 p.m. (prevailing Eastern Time) on the Voting Deadline. The Voting Agent will date and time-stamp all Ballots when received. In addition, the Voting Agent will retain a copy of all Ballots for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court.

## **8. Tabulation of Ballots**

### **a. Claimants That Are Entitled to Vote**

Except as otherwise provided in section 8.b, each claimant that holds an Asbestos Personal Injury Claim is entitled to vote to accept (i.e., vote in favor of) or reject (i.e., vote against) the Plan. Holders of Claims or Interests in all other Plan classes are unimpaired and are deemed to accept the Plan.

### **b. General Tabulation Rules**

#### **(i) Asbestos Personal Injury Indirect Claims**

- (A) Each holder of an Asbestos Personal Injury Indirect Claim will have a single vote in the amount, for voting purposes only, of \$1.00
- (B) The temporary allowance of Asbestos Personal Injury Indirect Claims in the amount of \$1.00 is solely for voting purposes and does not constitute an allowance of such Claims for purposes of distribution under the Asbestos Personal Injury Trust and is without prejudice to the rights of the holders of Asbestos Personal Injury Indirect Claims or the Debtors and the Asbestos Personal Injury Trust in any other context.

#### **(ii) Asbestos Personal Injury Claims (Other Than Asbestos Personal Injury Indirect Claims)**

- (A) Each holder of an Asbestos Personal Injury Claim will have a single vote in the amount, for voting purposes only, that corresponds to such holder's Disease Category, as indicated on a Ballot cast by such holder or on a Master Ballot cast on behalf of such Client. If a

holder of an Asbestos Personal Injury Claim or a Firm is unable to certify on a Ballot that the claimant meets the medical and exposure criteria for any of the Disease Categories but otherwise certifies on the Ballot that the claimant has been exposed to an asbestos-containing product such that claimant holds an Asbestos Personal Injury Claim as defined in the Plan, the claimant will, for voting purposes only, be considered to have a claim in the amount of \$1.00.

- (B) The Disease Categories applicable to Asbestos Personal Injury Claims, along with the corresponding medical and exposure criteria and the allowed amount for such Claims for voting purposes, which are based on criteria in the respective Asbestos Personal Injury Trust Distribution Procedures are as follows:
  - (1) Asbestosis/Pleural Disease (Level I) Requires a diagnosis of an asbestos related nonmalignant disease – Claim amount for voting purposes only: \$36,000.
  - (2) Other Cancer (Level II) Requires a diagnosis of a primary colorectal, laryngeal, esophageal, pharyngeal, or stomach cancer – Claim amount for voting purposes only: \$84,000.
  - (3) Lung Cancer (Level III) Requires a diagnosis of a primary lung cancer – Claim amount for voting purposes only: \$126,000.
  - (4) Mesothelioma (Level IV) Requires a diagnosis of mesothelioma Claim amount for voting purposes only: \$600,000.
- (C) For purposes of computing votes, each holder of an Asbestos Personal Injury Claim shall be deemed to have voted the full amount of such Asbestos Personal Injury Claim according to the Disease Category specified for such Asbestos Personal Injury Claim.
- (D) The temporary allowance of an Asbestos Personal Injury Claim in the amount corresponding to the Disease Category designated by, or on behalf of, the holder of such Claim is solely for voting purposes and does not constitute an allowance of such Claim for purposes of distribution under the Asbestos Personal Injury Trust Distribution Procedures and is without prejudice to the rights of the holder of an Asbestos Personal Injury Claim or the Asbestos Personal Injury Trust in any other context.
- (E) If no Disease Category is selected for an Asbestos Personal Injury Claim, the Voting Agent shall treat the claimant as having, for voting purposes only, a Claim in the amount of \$1.00.
- (F) If more than one Disease Category is selected for any Asbestos Personal Injury Claim, the Voting Agent shall count the vote cast in respect of such Asbestos Personal Injury Claim in the amount corresponding to the Disease Category with the highest allowed amount from those Disease Categories selected.
- (G) Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s), rather than supersede(s), the earlier Master Ballot(s), the Firm submitting such Master Ballot should mark the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes.
- (H) If two or more Master Ballots are received from separate Firms, each of whom purports to represent the same Client, the vote for the Client appearing on both Master Ballots will be counted only once and only if such votes are consistent with respect to acceptance or rejection of the Plan. In the event that the votes are not consistent, none of the votes will

be counted. In the event the Disease Category asserted with respect to the Client is inconsistent, the Disease Category with the highest allowed amount will be counted.

(iii) Additional Rules for the Tabulation of Ballots

- (A) Only Ballots cast by those entitled to vote, pursuant to section 8.a of these Voting Procedures, will be counted as votes to accept or votes to reject the Plan.
- (B) Only those Ballots that are received by the Voting Agent in the manner set forth in section 7.b by the Voting Deadline will be counted as votes to accept or to reject the Plan.
- (C) Any Ballot that (i) is incomplete (including, without limitation, a Master Ballot on which the attorney fails to make the required certification or fails to include the required exhibit), (ii) is unsigned, (iii) is illegible or (iv) contains insufficient information to identify the Client/individual casting the Ballot, will not be counted as a vote to accept (i.e., vote in favor of) or reject (i.e., vote against) the Plan.
- (D) Any Ballot that is properly completed, executed, and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan will not be counted as either a vote to accept (i.e., vote in favor of) or a vote to reject (i.e., vote against) the Plan.
- (E) If more than one Ballot is cast for the same Asbestos Personal Injury Claim before the Voting Deadline, the latest dated Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and thus will supersede any prior Ballots.
- (F) If multiple Ballots are cast for the same Asbestos Personal Injury Claim from an individual and someone purporting to be such individual's attorney or agent, only the Ballot received from the individual will be counted.

(iv) Additional Procedures and Standard Assumptions

- (A) The Voting Agent, in its discretion, may contact voters to cure any defects in the Ballots or Master Ballots.
- (B) Any voter that delivers a valid Ballot may withdraw such Ballot by delivering a written notice of withdrawal to the Voting Agent before the Voting Deadline. To be valid, the notice of withdrawal must (i) be signed by the party who signed the Ballot to be revoked and (ii) be received by the Voting Agent before the Voting Deadline. The Debtors may contest the validity of any withdrawals.
- (C) There shall be a rebuttable presumption that any claimant who submits a properly completed superseding Ballot or withdrawal of Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such claimant's acceptance or rejection of the Plan.
- (D) If, for voting purposes, any claimant seeks to challenge the allowed amount of its Claim as set forth in these Voting Procedures, such claimant must file a Rule 3018 Motion and serve such motion on the Debtors so that it is received on or before February 10, 2020. In accordance with Bankruptcy Rule 3018, any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted solely in accordance with these Voting Procedures unless and until, after notice and a hearing, the underlying Claim is temporarily allowed by the Court for voting purposes only in a different amount.



**Annex D**

Confirmation Hearing Notice

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	Chapter 11
	:	
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
	:	
Debtors.	:	(Jointly Administered)
	:	

**NOTICE OF (I) DEADLINE FOR CASTING VOTES TO ACCEPT  
OR REJECT PROPOSED JOINT PLAN OF REORGANIZATION,  
(II) HEARING TO CONSIDER CONFIRMATION OF PROPOSED  
JOINT PLAN OF REORGANIZATION AND (III) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 21, 2019, Kaiser Gypsum, Inc. and Hanson Permanente Cement, Inc. (formerly known as Kaiser Cement Corporation) (together, the "Debtors"), Lehigh Hanson, Inc., the Official Committee of Asbestos Personal Injury Claimants and the Future Claimants' Representative filed their Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 [D.I. 1868] (as may be further amended, the "Plan").<sup>2</sup> On October 21, 2019, the Debtors filed the Disclosure Statement for Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 [D.I. 1869] (as may be further amended, the "Disclosure Statement").

2. Pursuant to an order of the Court dated [\_\_\_\_], 2019 (the "Disclosure Statement Order"), the Disclosure Statement and certain related materials (collectively,

---

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

the "Solicitation Packages") have been approved for dissemination to holders of claims against and interests in the Debtors and for solicitation of votes from holders of asbestos related personal injury claims to accept or reject the Plan. All Plan-related documents that have been filed with the Court, including the Disclosure Statement, are available via the Internet at <https://cases.primeclerk.com/kaisergypsum> and on the Bankruptcy Court's docket at [www.ncwb.uscourts.gov](http://www.ncwb.uscourts.gov) [PACER log in required]. You may obtain a paper copy of the documents otherwise available on the Internet and provided on a CD-ROM or USB Flash Drive by sending a request, in writing, to Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022.

3. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") has been scheduled for March 30, 2020 to April 4, 2020 at 9:30 a.m. (prevailing Eastern Time) before the Honorable J. Craig Whitley, United States Bankruptcy Judge, in Judge Whitley's courtroom at the United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade Street, Charlotte, North Carolina 28202.

4. Pursuant to the Disclosure Statement Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan (the "Voting Procedures"), which are attached to the Disclosure Statement as Exhibit II.

5. If you are an individual that holds an Asbestos Personal Injury Claim other than an Asbestos Personal Injury Indirect Claim (as such terms are defined in the Plan), the Debtors received directions from your attorney on how to solicit your claim. If your attorney requested that the Debtors solicit your claim directly, you have received with this Notice a ballot form (a "Ballot") and voting instructions. If your attorney indicated that he or she would vote on

your behalf, you have received the Solicitation Package, without a Ballot, for information purposes only.

6. If you have asserted an Asbestos Personal Injury Indirect Claim or have been identified as a party that may wish to assert an Asbestos Personal Injury Indirect Claim, you also have received a Ballot in your Solicitation Package.

7. If you are the holder of any other type of Claim or Interest, you have not received a Ballot because your Claim or Interest is unimpaired, and therefore, you are deemed to accept the Plan.

8. The following procedures, which are set forth in more detail in Voting Procedures, apply with respect to voting by holders of Asbestos Personal Injury Claims:

a. If you have received a Ballot in your Solicitation Package, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m. (prevailing Eastern Time) on February 20, 2020 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. If you have not received a Ballot, it is because your attorney has instructed us to send the Ballot only to your attorney.

c. If you are a holder of an Asbestos Personal Injury Claim other than an Asbestos Personal Injury Indirect Claim (a "Direct Asbestos PI Claim"), your claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in

accordance with the following tabulation rules, which were approved by the Court in the Disclosure Statement Order:

- Each holder of a Direct Asbestos PI Claim will have a single vote in the amount, for voting purposes only, that corresponds to such claimant's level of disease ("Disease Category"), as indicated on a Ballot cast by such claimant or on a Master Ballot cast on behalf of such claimant by his or her attorney.
- The Disease Categories applicable to Direct Asbestos PI Claims and the allowed amount for such Claims for voting purposes are detailed in the Voting Procedures.<sup>3</sup>
- For purposes of computing votes, each holder of a Direct Asbestos PI Claim shall be deemed to have voted the full amount of such Claim according to the Disease Category specified for such Claim.
- If no Disease Category is selected for a Direct Asbestos PI Claim, such Claim will be allowed for voting purposes only in the amount of \$1.00.
- If more than one Disease Category is selected for any Direct Asbestos PI Claim, the Voting Agent shall count the vote cast in respect of such Claim in the amount corresponding to the Disease Category with the highest allowed amount.

d. If you are a holder of an Asbestos Personal Injury Indirect Claim, your Claim will be temporarily allowed solely for voting purposes in an amount equal to \$1.00.

e. Certain additional procedures relating to the tabulation of Ballots are set forth in the Voting Procedures.

9. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of receiving distributions under the Plan and

---

<sup>3</sup> The medical and exposure criteria corresponding to each Disease Category are set forth in detail in section 8.b(ii) of the Voting Procedures.

is without prejudice to the rights of the Debtors, their successors in interest or the Asbestos Personal Injury Trust to contest the amount or validity of any Claim for purposes of allowance and distribution under the Plan.

10. If you wish to challenge the allowance of your Claim for voting purposes in accordance with the Voting Procedures, you must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") and serve such motion on the Debtors so that it is received on or before February 10, 2020. In accordance with Bankruptcy Rule 3018, any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted solely in accordance with the court-approved tabulation rules and the other applicable procedures contained in the Voting Procedures unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

11. **The Plan proposes a channeling injunction, applicable to all persons and entities, that permanently channels to a trust established pursuant to section 524(g) of the Bankruptcy Code for resolution of all claims, remedies, liabilities or demands against one or both of the Debtors or certain other protected parties for death or personal injuries caused directly or indirectly by the presence of, or exposure to, asbestos, including any claims or demands for reimbursement, indemnification, subrogation or contribution. In addition, the Plan proposes (a) an injunction that permanently enjoins the pursuit of any claim against or interest in the Debtors, the reorganized Debtors or any of their respective property to the extent that such claim or interest has been discharged, released, waived, settled or deemed satisfied in accordance with the Plan (other than the enforcement of any right pursuant to the Plan to a distribution); and (b) an injunction, applicable to all**

persons or entities, that permanently enjoins the pursuit of any claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action or liabilities that are released pursuant to the Plan against any released entity or its property; except that, pursuant to the Plan, with respect to the Debtors' insured asbestos claims, asbestos claimants may initiate, continue and/or prosecute suits against the reorganized Debtors in name only in the tort system to collect available insurance. For the specific terms and conditions of these injunctions and the precise scope of the claims and demands to be channeled, please refer to the specific terms of the Plan.

12. Objections, if any, to confirmation of the Plan and any response thereto must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or response; and (d) be filed with the Bankruptcy Court and served so as to be actually received on or before 5:00 p.m. (prevailing Eastern Time) on February 20, 2020 for any objections and March 12, 2020 for any response thereto:

**Counsel to the Debtors**

Jones Day  
Attn: Gregory M. Gordon  
Amanda Rush  
2727 N. Harwood Street  
Dallas, Texas 75201  
Email: gmgordon@jonesday.com  
asrush@jonesday.com

Jones Day  
Paul Green  
717 Texas, Suite 3300  
Houston, TX 77002  
Email: pmgreen@jonesday.com

**Counsel to the Official Committee of Unsecured Creditors**

Blank Rome  
Attn: Ira L. Herman  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
Email: iherman@blankrome.com

Moon Wright & Houston  
Attn: Andrew Houston  
121 West Trade Street, Suite 1950  
Charlotte, North Carolina 28202  
Email: ahouston@mwhattorneys.com

Rayburn Cooper & Durham, P.A.  
Attn: John R. Miller  
1200 Carillon  
227 West Trade Street  
Charlotte, North Carolina 28202  
Email: [jmiller@rcdlaw.net](mailto:jmiller@rcdlaw.net)

**Counsel to the Official Committee of  
Asbestos Personal Injury Claimants**

Caplin & Drysdale, Chartered  
Attn: Kevin C. Maclay  
One Thomas Circle, NW  
Suite 1100  
Washington, DC 20005  
Email: [kmaclay@capdale.com](mailto:kmaclay@capdale.com)

**Counsel to the Future Claimants'  
Representative**

Young Conaway Stargatt & Taylor, LLP  
Attn: Edwin J. Harron  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Email: [eharron@ycst.com](mailto:eharron@ycst.com)

Higgins & Owens, PLLC  
Attn: Sara W. Higgins  
524 East Blvd  
Charlotte, NC 28203  
Email: [shiggins@higginsowens.com](mailto:shiggins@higginsowens.com)

Hull & Chandler, P.A.  
Attn: Felton E. Parrish  
1001 Morehead Square Drive  
Suite 450  
Charlotte, NC 28203  
Email: [fparrish@lawyercarolina.com](mailto:fparrish@lawyercarolina.com)

**Bankruptcy Administrator of the Western  
District of North Carolina**

United States Bankruptcy Administrator  
Attn: Alexandria Kenny  
402 W. Trade Street, Suite 200  
Charlotte, NC 28202-1669  
Email:  
[alexandria\\_p\\_kenny@ncwba.uscourts.gov](mailto:alexandria_p_kenny@ncwba.uscourts.gov)

13. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court.



Dated: [\_\_\_\_], 2019  
(Charlotte, NC)

Respectfully submitted,

---

C. Richard Rayburn, Jr. (NC 6357)  
John R. Miller, Jr. (NC 28689)  
RAYBURN COOPER & DURHAM, P.A.  
1200 Carillon  
227 West Trade Street  
Charlotte, North Carolina 28202  
Telephone: (704) 334-0891  
Facsimile: (704) 377-1897  
E-mail: rrayburn@rcdlaw.net  
jmillier@rcdlaw.net

-and-

Gregory M. Gordon (TX 08435300)  
Amanda Rush (TX 24079422)  
JONES DAY  
2727 N. Harwood Street  
Dallas, Texas 75201  
Telephone: (214) 220-3939  
Facsimile: (214) 969-5100  
E-mail: gmgordon@jonesday.com  
asrush@jonesday.com

-and-

Paul M. Green (TX 24059854)  
JONES DAY  
717 Texas, Suite 3300  
Houston, Texas 77002  
Telephone: (832) 239-3939  
Facsimile: (832) 239-3600  
E-mail: pmgreen@jonesday.com

ATTORNEYS FOR DEBTORS

**Annex E**

General Publication Notice

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re	:	
	:	Chapter 11
	:	
KAISER GYPSUM COMPANY, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 16-31602 (JCW)
	:	
Debtors.	:	(Jointly Administered)
	:	

**NOTICE OF (I) DEADLINE FOR CASTING VOTES TO ACCEPT  
OR REJECT PROPOSED JOINT PLAN OF REORGANIZATION,  
(II) HEARING TO CONSIDER CONFIRMATION OF PROPOSED  
JOINT PLAN OF REORGANIZATION AND (III) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 21, 2019, (a) Kaiser Gypsum, Inc. and Hanson Permanente Cement, Inc. (formerly known as Kaiser Cement Corporation) (together, the "Debtors"), Lehigh Hanson, Inc., the Official Committee of Asbestos Personal Injury Claimants and the Future Claimants' Representative filed their Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc., dated October 14, 2019 (as it may be amended, the "Plan") and (b) the Debtors filed the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Third Amended Joint Plan of Reorganization of Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc. dated October 14, 2019 (as it may be amended, the "Disclosure Statement").

2. Pursuant to an order of the Court dated [\_\_\_\_], 2019 (the "Disclosure Statement Order"), the Disclosure Statement and certain related materials (collectively, the "Solicitation Packages") have been approved for dissemination to holders of claims against and

---

<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

interests in the Debtors and for solicitation of votes from holders of asbestos-related personal injury claims to accept or reject the Plan. All Plan-related documents that have been filed with the Court, including the Disclosure Statement, are available via the Internet at [www.ncwb.uscourts.gov](http://www.ncwb.uscourts.gov) and <https://cases.primeclerk.com/kaisergypsum>. You may obtain a paper copy of the documents otherwise available on the Internet and provided on CD-ROM or USB Flash Drive by sending a request, in writing, to Prime Clerk LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022.

3. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") has been scheduled for March 30, 2020 to April 4, 2020 at 9:30 a.m. (prevailing Eastern Time) before the Honorable J. Craig Whitley, United States Bankruptcy Judge, in the Judge's courtroom at the United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade Street, Charlotte, North Carolina 28202.

4. Pursuant to the Disclosure Statement Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan, which are attached the Disclosure Statement as Exhibit II. Only holders of asbestos-related personal injury claims, including claims for contribution and indemnification, as of October 17, 2019 (the voting record date as established in the Disclosure Statement Order), which are classified in Class 4 of the Plan, are entitled to receive a ballot for casting a vote on the Plan (a "Ballot"). Holders of claims and interests in all other classes of the Plan are not impaired by the Plan and, therefore, are deemed to accept the Plan.

5. For a vote to accept or reject the Plan to be counted, a Ballot must be completed and returned to the address indicated on the Ballot so that it is received by 5:00 p.m. (prevailing Eastern Time), on February 20, 2020.

6. **The Plan proposes a channeling injunction, applicable to all persons and entities, that permanently channels to a trust established pursuant to section 524(g) of the Bankruptcy Code for resolution all claims, remedies, liabilities or demands against one or both of the Debtors or certain other protected parties for death or personal injuries caused directly or indirectly by the presence of, or exposure to, asbestos, including any claims or demands for reimbursement, indemnification, subrogation or contribution. In addition, the Plan proposes (i) an injunction that permanently enjoins the pursuit of any claim against or interest in the Debtors, the reorganized Debtors, or any of their respective property to the extent that such claim or interest has been discharged, released, waived, settled or deemed satisfied in accordance with the Plan (other than the enforcement of any right pursuant to the Plan to a distribution); and (ii) an injunction, applicable to all persons or entities, that permanently enjoins the pursuit of any claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action or liabilities that are released pursuant to the Plan against any released entity or its property; except that, pursuant to the Plan, with respect to the Debtors' insured asbestos claims, asbestos claimants may initiate, continue and/or prosecute suits against the reorganized Debtors in name only in the tort system to collect available insurance. For the specific terms and conditions of these injunctions and the precise scope of the claims and demands to be channeled, please refer to the specific terms of the Plan, which can be obtained as described above.**

7. Objections, if any, to confirmation of the Plan must be filed with the Bankruptcy Court and served so as to be actually received on or before 5:00 p.m. (prevailing Eastern Time) on February 20, 2020, as set forth in the Disclosure Statement Order.

**Annex F**

Asbestos Publication Notice

## **IF YOU HAVE AN ASBESTOS PERSONAL INJURY CLAIM AGAINST KAISER GYPSUM COMPANY, INC. OR KAISER CEMENT CORPORATION**

### ***PLEASE READ THIS NOTICE OF VOTING RIGHTS AND RIGHT TO OBJECT.***

Kaiser Gypsum Company, Inc. and Kaiser Cement Corporation (now known as Hanson Permanente Cement, Inc.) (together, the “Debtors”) made certain products that contained asbestos. These products included various exterior stucco materials, joint compounds for wallboard and radiant heating components, texturizing paint and other related products (the “Products”). A full list of the Products can be found at <https://cases.primeclerk.com/kaisergypsum>. People using these Products (and family members and others who came into contact with these people) may have been exposed to asbestos. The Debtors are now in bankruptcy and people with claims of injury caused by exposure to asbestos in the Products have certain rights that may be affected by the bankruptcy filing.

The Debtors have filed a Joint Plan of Reorganization (the “Plan”) and a “Disclosure Statement,” a document that provides important information about the Plan. The Disclosure Statement has been approved and will be sent to individuals with asbestos-related personal injury claims so that they can vote whether to accept or reject the Plan. A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) has been scheduled for March 30, 2020 to April 4, 2020 in the U.S. Bankruptcy Court for the Western District of North Carolina, 401 W. Trade St., Charlotte, NC 28202. Information on the Confirmation Hearing and all Plan-related documents is available at <https://cases.primeclerk.com/kaisergypsum>.

### **Am I Affected by the Plan?**

If you claim to have been injured by asbestos in any of the Products, you are entitled to vote to approve or reject the Plan. The full Disclosure Statement and a ballot were sent to all lawyers representing individuals with current asbestos-related personal injury claims against the Debtors or directly to those individuals. A vote to accept or reject the Plan must be received by **5:00 p.m. Eastern Time, on February 20, 2020**. If you believe you have an asbestos-related personal injury claim against the Debtors and have questions, then you should contact your lawyer immediately.

### **What does the Plan do?**

The Plan is the result of a settlement between the Debtors and court-appointed representatives of current and future asbestos claimants. The Plan preserves the Debtors’ asbestos insurance coverage and permits asbestos personal injury claimants to pursue insurance recoveries in the tort system. The Plan also proposes to create a trust to pay asbestos-related personal injury claims to the extent the claims are not covered

by insurance. If the Plan is approved, money can only be received from insurance and the trust; asbestos personal injury claimants will not be able to recover money from the Debtors or other protected parties listed in the Plan. If you have a pending lawsuit against the Debtors, you should talk to your lawyer about how the Plan may affect you.

### **How to Obtain Documents.**

Copies of the Disclosure Statement, which includes the Plan, the voting materials and the notice of the hearing to consider confirmation of the Plan may be obtained by visiting this website: <https://cases.primeclerk.com/kaisergypsum>. You may also obtain copies of these documents by sending a request, in writing, to Prime Clerk, LLC, Kaiser Gypsum Company, Inc. Ballot Processing, c/o Prime Clerk, 830 3rd Avenue, 3rd Floor, New York, New York 10022 or by calling (855) 855-7644.

### **What if I want to Object to the Plan?**

If you have a lawyer, you should talk to him or her about any concerns you may have about the Plan. You may object to the Plan if you do not like all or part of it. The deadline for filing and serving objections to the confirmation of the Plan is **5:00 p.m. Eastern Time, February 20, 2020**. All objections must comply with the requirements set forth in paragraph 12 of the notice of the Confirmation Hearing, which is posted on the website below.

For more information, visit the website or call the toll-free number below.